

Articles of Association of ABTA Limited

Company Limited by Guarantee – Company Number 551311

Adopted by Special Resolution passed on the third day of April 2007 and amended by Special Resolutions dated 30 April 2008, 29 April 2009, 2 October 2009, 29 April 2010, 4 May 2011, 25 April 2012, 24 April 2013, 7 April 2014, 25 November 2015 and 22 June 2016

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OBJECTS

The objects for which ABTA is established are:

- (A) The objects for which ABTA is established are:
- i) To establish an organisation fully representative of Travel Agents and Tour Operators in the United Kingdom of Great Britain and Northern Ireland and the Channel Islands and the Isle of Man.
 - ii) To promote and develop the general interests of all Members of ABTA in their relations with one another and with others in the industry.
 - iii) To establish and maintain Codes of Conduct between Members and the general public, between Members and other Members, and between Members and Agents or Principals who are not Members, with the object that membership of ABTA shall be recognised as a guarantee of integrity, competence and a high standard of service.
 - iv) To discourage unfair competition without however interfering in any way with initiative and enterprise based on fair trading.
 - v) To promote friendly relations with others in the travel industry and to provide means for negotiations and liaison with other bodies concerned with the development of travel both in the United Kingdom and abroad.
 - vi) To take all such actions as may be deemed necessary or expedient to raise the prestige and status of Members of ABTA.
 - vii) To do all such things as may be deemed necessary or expedient to raise the prestige and status of Members of ABTA.
 - viii) To promote and advance the cultural and educational aspects of travel and the education and instruction of persons concerned or intending to be concerned with travel, travel agency and tour operating and (without prejudice to the generality of the foregoing) for this purpose to support schools and colleges, to establish and run courses and examinations, to award diplomas and to publish any matter in any manner that may be considered desirable.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, and any rights or privileges which ABTA may think necessary or convenient and to construct, equip, maintain and alter any houses, buildings or erections necessary or convenient for the purposes of ABTA.
- (C) To sell, improve, manage, develop, lease, mortgage, dispose of or turn to account or otherwise deal with all or any of the property or assets of ABTA as may be deemed expedient with a view to the promotions of its objects.
- (D) To undertake and execute any trusts which may lawfully be undertaken by ABTA and are conducive to its objects.
- (E) To borrow or raise any money required for the purposes of ABTA on such terms and on such security as may be determined.

- (F) To invest the moneys of ABTA not immediately required for its purposes in or upon such investments, securities or property and to engage in such activities to raise money for the purposes of ABTA as may be thought fit.
- (G) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of ABTA or calculated to further its objects.
- (H) To apply or petition for or promote any Act of Parliament, Royal Charter or other measure with a view to attaining any or all of the objects of ABTA.
- (I) To oppose any Bill or legislative measure calculated to prejudice the status or interests of Members of ABTA and for such purposes to petition Parliament and take such other steps as may be deemed expedient.
- (J) To do all such things as ABTA may deem incidental or conducive to the attainment of the above objects or any of them.

Provided that ABTA shall not support with its funds any object or endeavour to impose on, or procure to be observed by its Members or others any regulation, restriction, or condition which, if an object of ABTA, would make it a Trade Union.

PRELIMINARY

Registration	1.	For the purpose of registration the number of Members of ABTA is unlimited.
Definitions	2.	In these Articles, where the context admits, the following words bear the meanings set opposite them:
Words		Meanings.
ABTA		ABTA Limited.
The Acts		The relevant provisions of the Companies Acts and all other Acts concerning companies for the time being in force.
Agent		Any person carrying on business, in whole or in part, as an agent for a Principal, remunerated by commission or otherwise, in respect of the sale or offer for sale of Travel Arrangements.
Associated Person		An associated company of the Member of ABTA concerned within the meaning of Section 416 of the Income and Corporation Taxes Act 1988 or any individual, firm or company with whom the Member has a similar relationship.
Code of Conduct		The written standards approved by the Board of Directors, which all Members

	must comply with.
Consumer	The consumer or end-user of Travel Arrangements.
Controlling Director	The meaning ascribed thereto in the now repealed Section 624(3) of the Income and Corporation Taxes Act 1988.
Director	Any person in accordance with whose directions or instructions the directors of a company are accustomed to act and, in particular, any person occupying the position of director, howsoever called, and including any person acting as a non-executive, alternate, nominee, de facto or shadow director.
Distribute	Offer, sell or otherwise facilitate the provision of Travel Arrangements to Consumers whether as Principal, Agent or in any other capacity. For the avoidance of doubt, a Member shall not be deemed to Distribute Travel Arrangements to Consumers where such Member is supplying Travel Arrangements to another person who sells them on to Consumers in his own name.
Expressions	<p>Expressions denoting writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile, electronic mail, and any other mode, analogue or digital of reproducing words in a visible form; 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; and words importing individuals shall include corporations.</p> <p>Subject as aforesaid, unless the context otherwise requires, expressions contained in these Articles shall bear the same meanings as in the Acts.</p>
Insolvency Event	A bankruptcy order made against a debtor; the taking of the benefit of any statutory provision for the time being in force for the relief of insolvent debtors; (being a body corporate) the convening of a meeting of creditors (whether formal or informal); or entry into liquidation (whether voluntary or compulsory) except a solvent voluntary liquidation for the purpose only of reconstruction or amalgamation; the appointment of a receiver and/or manager, administrator or administrative receiver over an undertaking or any part thereof; the filing of documents with the court for the appointment of an administrator; the giving of notice of intention to appoint an administrator; the passing of a resolution or presentation of a petition to any court for the winding-up of a company or for the granting of an administration order in respect of a company.
Member	Any Agent or Principal member of ABTA.

Partner	A partner in a partnership or a member of a limited liability partnership.
Principal	Any person carrying on business in whole or in part as a principal to a contract either directly or through an agent or agents in respect of the sale or offer for sale of Travel Arrangements.
Principal Business	Business transacted by a person in the capacity of a Principal.
Register	The register of Members of ABTA.
Remuneration Committee	A committee whose sole purpose shall be to set the level of remuneration for Directors' services being provided to the Board of Directors in accordance with Article 29 (5). The Remuneration Committee shall comprise the then serving Chairman of ABTA, one of the members of the Council of the Regions not being a member of the Board of Directors and one other person being an independent adviser to the Remuneration Committee who is appointed by the Council of the Regions.
Retail Business	Business transacted by a person in the capacity of an Agent including any fees howsoever called charged in connection with the sale or offer for sale of Travel Arrangements as an agent for a Principal.
The Seal	The Common Seal of ABTA.
The Secretary	Any person appointed to perform the duties of the secretary of ABTA.
Tour Operator	Any person carrying on business in whole or in part as a Principal.
Travel Agent	Any person carrying on business in whole or in part as an Agent.
Travel Arrangements	Transport, accommodation, tourist or business services and facilities, travel insurance, holidays, packages as defined in the Package Travel, Package Holidays and Package Tours Regulations 1992 or otherwise and any other arrangements designated as Travel Arrangements by the Board of Directors from time to time.
The Treasurer	Any person appointed to perform the duties of the treasurer of ABTA.

MEMBERSHIP GENERALLY

Territory	3. (1)	Each Member of ABTA shall carry on business within the United Kingdom of Great Britain and Northern Ireland, the Channel Islands, the Isle of Man or the Republic of Ireland.
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| Class of Membership | (2) There shall be one class of Member of ABTA which shall include Agents and Principals, whose membership of ABTA shall be recorded in the Register. A Member may be an individual or the partners for the time being trading under a firm name registered as a Member, or a corporation. |
| Rights of Membership | (3) The rights and privileges of a Member shall be personal to that Member, the members of the relevant firm, or the corporation as the case may be, and shall not be transferable. |

MEMBERSHIP

Qualifications for Membership

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| 4. | (1) Members shall be those who have satisfied and/or continue to satisfy the Board of Directors: |
| Trading | a) that they are engaged in Retail Business and/or are engaged in Principal Business.

For this purpose Principal Business includes entering into a contractual commitment with other Principals for the purchase of Travel Arrangements in blocks or individually; and |
| Finance | b) that they meet the financial criteria for membership as determined by the Board of Directors from time to time; and |
| Fit Persons | c) that (save insofar as the Board of Directors shall, in the exercise of its discretion, otherwise decide) they, or their directors, or persons having one twentieth or more of the shareholding in the business, or partners entitled to a one twentieth share of the profit, or any other person employed or concerned in the management of the business, and each of them are not undischarged bankrupts, or have not suffered an insolvency event, or have not, within a period of six months prior to any such failure, been an owner, or a controlling director of or a partner in, or concerned in the management of, a business which has failed to meet its liabilities.

d) that (save insofar as the Board of Directors shall, in the exercise of its discretion, otherwise decide) they, or any person employed or concerned in the management of the business, or of any other business that exercises control or influence over the business through ownership or otherwise have not been guilty, in the opinion of the Board of Directors, of conduct which renders him or her unfit to be a Member of ABTA. |

Security e) that there is in force a bond and/or guarantee and/or other security in such form and for such amount as is acceptable to the Board of Directors and which it, in its discretion, shall consider necessary for the provision of any scheme as may be operated by ABTA from time to time for the protection of monies taken by the Member for the provision of Travel Arrangements; and

Insurance Policy f) that in respect of all Principal Business including Principal Business conducted under an Air Travel Organiser's Licence that has been granted in accordance with the ABTA-ATOL Joint Administration Scheme but not other Principal Business conducted under an Air Travel Organiser's Licence, they have contributed such sum and in such manner as shall be required from time to time by the Board of Directors for insurance or other security approved by the Board of Directors for the purpose of providing further cover in the event of any bond or guarantee or other security provided by virtue of paragraph e) above in respect of their Principal Business proving inadequate to secure their liability in respect of such business.

Fees

Fees 5. (1) Every person who is seeking to be admitted to membership of ABTA and every Member of ABTA shall pay such fees as are set by the Board of Directors from time to time.

Fees for Applications and Notifications (2) a) Any application or notification for which a fee is payable shall be accompanied by a remittance of the amount of the appropriate fee, and neither ABTA, nor the Board of Directors nor any officer or servant of ABTA shall be under any duty or liability to consider or determine any such application or give effect to any such notification unless so accompanied.
b) Save insofar as the Board of Directors shall, in the exercise of its discretion, otherwise decide no such fee shall in any circumstances be repayable.

(3) Any Member who fails to pay any fee as it falls due shall be deemed to have failed to fulfil all of the conditions and qualifications for the purposes of Article 12(1)d).

Subscriptions

Rates 6. (1) Every Member of ABTA shall pay an annual subscription, in accordance with paragraph (2) below, of an amount in accordance with the rates and principles determined from time to time by the Board of Directors. Any Member who fails to pay such subscription as it falls due shall be deemed to have failed to fulfil all of the conditions and qualifications for the purposes of Article 12(1)d).

Payment (2) a) All subscriptions shall be payable by reference to the year commencing on 1

July and shall be due and payable in one sum or by such instalments on or after that date in each year as the Board of Directors may from time to time determine.

b) A Member shall pay his or her subscription in each year by Direct Debit in accordance with any procedure laid down from time to time by the Board of Directors.

MEMBERS

Notification
of Business

7. (1) Any Member who, having transacted solely either Retail Business or Principal Business, is also transacting or proposing to transact business in the other category referred to herein shall forthwith notify ABTA in writing of that fact and shall comply with all the requirements of these Articles applicable to the category of business so notified.
- (2) Any Member who is carrying on Principal Business for which an Air Travel Organiser's Licence is not required and who has reason to believe that his or her turnover for such business has exceeded or is likely to exceed the turnover which to his or her knowledge ABTA has taken as the basis for the amount of any current bond, guarantee or other security which he or she has been required to provide under Article 4 (1) e) shall forthwith notify ABTA that he or she has reason so to believe.
- (3) Any Member who is not, but intends to commence, carrying on Principal Business for which an Air Travel Organiser's Licence is not required shall give ABTA written notice of such intention not later than twenty-eight days before such business is offered for sale giving details thereof.

Non-Licensable
Business

- (4) Every Member who is carrying on business for which an Air Travel Organiser's Licence is not required shall submit to ABTA in any case or class of cases as the Board of Directors in the exercise of its discretion may decide and in such form or forms and in respect of such period or periods and within such time limit or limits as the Board of Directors may prescribe from time to time, an estimate of future turnover and/or return of actual turnover and confirmation by his or her Reporting Accountant, as the case may be, of the actual turnover reported by the Member in compliance with this Article.

OFFICES AND OUTSIDE SALES REPRESENTATIVES

Offices

8. (1) Every Member shall notify ABTA in writing at its head office details of any

address from which he or she carries on business including branch offices and offices managed on behalf of the Member by third parties and any other address from which business is carried on by or on behalf of the Member, or change of such address within seven days of commencing to carry on such business at that address and shall notify ABTA of the cessation of business at that address within seven days of such cessation.

- Outside Sales
Representatives
- (2) Every Member shall notify ABTA in writing at its head office full details of the name and permanent address of any person employed or engaged as a representative for the sale of travel arrangements operating wholly or mainly outside any address for the time being notified to ABTA pursuant to paragraph (1).

ADMISSIONS OF NEW MEMBERS AND OBLIGATIONS OF MEMBERS

- Applications and
Appeals
9. (1) Any person, firm or corporation may apply in writing for membership of ABTA in such form accompanied by such information and documents as the Board of Directors shall from time to time prescribe, and the Board of Directors may if it thinks fit admit such person, firm or corporation to membership accordingly. In the event of refusal of any such application, the applicant may appeal in accordance with Article 13 to the Appeal Board.
- Undertaking
- (2) All applications for membership shall include an undertaking by or on behalf of the applicant that in the event of such application being refused, no proceedings shall be instituted in any Court of Law arising out of any objections made to such applications by any person or body or by the Board of Directors unless and until notice of appeal shall have been given to the Appeal Board in accordance with Article 13 and the decision of the Appeal Board on such appeal shall have been notified to the parties or such appeal shall have been withdrawn or otherwise disposed of.
- Covenant
- (3) Every Member of ABTA shall be deemed to have covenanted with ABTA to comply with these Articles and the Code or Codes of Conduct for the time being applicable to him or her.
- Inspection
- (4) Every Member of ABTA shall at all times during normal business hours with or without prior notice afford to any person authorised by the Board of Directors all facilities necessary to enable such person to inspect any premises upon which that Member carries on business and to satisfy himself or herself that all requirements as to staff and their qualifications are met.

Changes of
Control

- (5) a) If in the case of any Member of ABTA or any Associated Person having control of the Member there shall occur, in the case of a corporation, a change in the beneficial ownership of one-twentieth or more of its equity share capital as defined by the Acts, (or in the case of a corporation not having a share capital, one twentieth or more of the voting rights exercisable at meetings of its members) or in the case of a firm, a change affecting entitlement to one twentieth or more of the profits, the Member shall, within seven days from such change, notify ABTA in writing thereof.
- b) If in the case of any Member of ABTA or any Associated Person having control of the Member which is a firm or corporation there shall occur a change in its financial control, the Member shall within seven days apply to the Board of Directors for continuance of its membership, and shall supply all such information and documents as the Board of Directors may require for the purpose of deciding whether or not to grant the application. The Board of Directors may grant the application either unconditionally or subject to such conditions as it may think fit, or may terminate the membership of such Member after affording to it a period of not less than twenty-eight days in which to make representations in writing and considering representations. A Member may appeal in accordance with Article 13 to the Appeal Board from any decision under this provision other than any decision in respect of the provision of security which shall be deemed to be made under the provisions of Article 4 (1) e) or 10 (8). For the purpose of this provision a change in financial control shall mean in relation to a firm a change in the identity of the partners who are for the time being entitled to a majority of its profits, and in the case of a corporation a change in the identity of the persons who are for the time being the beneficial owners of a majority of its equity share capital as defined by the Acts (or in the case of a corporation not having a share capital, one half or more of the voting rights exercisable at meetings of its members). When considering whether a change of financial control has occurred a Member shall aggregate the effect of any change undertaken with all other changes in the identity of partners or owners of equity share capital or voting rights within a two year reference period preceding the change in question. If any series of transactions within this reference period results in a change of financial control for the purposes of this Article, then this Article shall apply to that series of transactions.
- c) For the purposes of this Article the beneficial owners of a shareholding in a Member or an Associated Person having control of the Member which is a corporation shall mean the immediate owner whose name is entered or should be entered in its register of members, except when the registered shareholder is a nominee or trustee. In the case of any Member or Associated Person having control of the Member which is a corporation, where there occurs a

change which is required to be notified in accordance with paragraph a) above, the Member shall inform ABTA if any transferee is a nominee or trustee and shall disclose to ABTA the identity of any beneficial owner. Where ABTA is not so informed it may, if it so wishes, treat a nominee or trustee shareholder when later disclosed as being or having been the beneficial owner.

Change of Officers
and Partners

d) Every Member of ABTA shall notify ABTA in writing of any change in the identity of the persons who are for the time being, in the case of a corporation (other than a limited liability partnership), the directors or company secretary or, in the case of a firm or limited liability partnership, the partners in the firm or limited liability partnership, within fourteen days of such change having taken effect.

Sole Proprietors

e) If a person being a Member of ABTA as a sole proprietor shall cease to trade or shall sell or transfer his or her business, that person shall notify ABTA of the cessation, sale or transfer as the case may be no later than the date on which it takes effect. That person's membership of ABTA shall terminate upon such cessation to trade, sale or transfer. Where any such person fails to notify ABTA in accordance with this Article he or she shall, in respect of the period until such time as the person would, as a Member, have been required to submit accounts to ABTA in accordance with Article 10, be and remain personally liable to ABTA for any losses suffered by it as a result of the failure to notify ABTA.

Notification of Change
of Control

f) If in the case of any Member of ABTA there shall be an intention to effect a change of control as in paragraph b) above or to effect a change by way of cessation or transfer of business as in paragraph e) above, then, where it is reasonably practicable to do so, twenty eight days prior notice to ABTA shall be given. Where it is not reasonably practicable to give such notice the Member shall notify ABTA as soon as it is reasonably practicable and shall in any case apply for continuation of membership as required by paragraph b) above within the time allowed by that paragraph.

Unsold Seats

- (6) Every Member of ABTA shall comply with a reasonable request of ABTA to make available to ABTA unsold seats on aircraft and/or other forms of transportation employed by him or her for use by ABTA to return a passenger to any point in the United Kingdom or elsewhere in fulfilment of the contractual obligations of any other Member who shall have defaulted. Unsold seats are to be made available on the basis that they shall be paid for if the funds available under the bond, guarantee or security of the defaulting Member shall suffice for the purpose after satisfying all liabilities to members of the public properly payable thereout, but that otherwise they shall be made available free of charge.

- Agents' and Principals' Funds
- (7) a) Each Member shall from time to time, and within such period as the Board of Directors shall from time to time determine, contribute to funds established by the Board of Directors and called the Agents' or Principals' Funds. The amount of each Member's contribution shall not exceed in any one year one half of the amount of his subscription as an Agent or Principal as the case may be.
- b) The purpose of the Funds shall be to indemnify wholly or in part Members of ABTA or members of the travelling public against losses sustained by reason of the default or financial failure of any Member.
- c) No person, whether a Member of ABTA or a member of the public shall as of right be entitled to any payment out of the Funds but the Board of Directors shall have complete discretion to make or withhold payments within the limits of this paragraph.
- Distribution through Third Parties
- (8) a) Every Member who Distributes, in his or her own name or on behalf of another or others, Travel Arrangements to Consumers shall be deemed to have taken possession of any monies paid by any Consumer for those Travel Arrangements to any person through whom those Travel Arrangements are Distributed and shall accept responsibility for such monies as if such Member had in fact taken possession of such monies.
- b) Every Member who Distributes in his or her own name or on behalf of another or others Travel Arrangements to Consumers shall ensure that such Travel Arrangements are provided to such Consumers in accordance with the booking made notwithstanding the fact that such Member may not have received any monies from any person through whom such Travel Arrangements are distributed and to whom such Consumers have paid such monies as are due in respect of the booking made.
- Notification of Trading Names
- (9) Every Member shall notify ABTA in writing of their trading names before they start using them. For the purposes of this paragraph a trading name means a name that is not the formal legal name under which ABTA membership is registered.

ACCOUNTS RULES

Form of Accounts

- Maintenance of Proper Records
10. (1) Every Member shall keep proper books of account with respect to:
- a) all sums of money received and expended by the Member and the matters in respect of which the receipt or expenditure takes place;
- b) all sales and purchases of goods or services by the Member; and

c) the assets and liabilities of the Member.

Preparation of Annual
Accounts

- (2) Every Member shall cause to be prepared from time to time, as at the date which shall not without the leave of the Board of Directors be more than twelve months after the date of the previous balance sheet or (if later) the date on which the Member becomes a Member of ABTA, a balance sheet showing the state of affairs of the Member and a profit and loss account for the period ending on the date of such balance sheet. The balance sheet and profit and loss account of a Member who is not a company incorporated under the Acts (or other statutory provision of equivalence to the Acts such as the Limited Liability Partnerships Act 2000) shall comply with the Acts as if the Member were a company incorporated under the Acts so far as they are capable of applying, with such modifications or exceptions as the Board of Directors shall in any particular case or class of cases prescribe from time to time.

Forms of Accounts and other Documentation

Reporting Accountants'
Qualifications and
Responsibilities

- (3) a) Every Member shall appoint a person (hereinafter called "the Reporting Accountant") who shall be either the auditor of the Member or, if the Member is not required under the Acts or otherwise including by ABTA to be the subject of an audit, is professionally qualified in a manner approved for the time being by the Board of Directors for the purpose of examining Members' accounts.
- b) Every balance sheet and profit and loss account shall be audited by the Reporting Accountant of the Member except where the Board of Directors in any case or class of cases may decide that the Reporting Accountant shall examine every balance sheet and profit and loss account and shall report to ABTA in such form as ABTA may from time to time prescribe.
- c) Notwithstanding the provisions of paragraphs (3) a) and b) above in all cases the Board of Directors can require that the balance sheet and profit and loss account of a Member are audited.

Report

- (4) The Reporting Accountant shall report:
- a) whether proper books of account have been kept by the Member and proper returns adequate for his or her report have been received from branches not visited by him or her;
- b) whether he or she received all the information and explanations which to the best of his or her knowledge and belief were necessary for the purpose of his report;
- c) whether the balance sheet and profit and loss account comply with the above provisions of this Article;
- d) the amount of the turnover of passenger traffic (showing separately travellers' cheques and currency) of the Member in respect of the period covered by the profit and loss account in such form as may be prescribed from

time to time by the Board of Directors; and

e) in respect of Members engaged in Principal Business, showing separately the turnover of Principal Business as defined in Article 2 (before deducting commissions).

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| Member's Duties | (5) It shall be the duty of the Member to allow the Reporting Accountant access at all times to the Member's books, accounts and vouchers, and to provide such information and explanations as the Reporting Accountant thinks necessary for the performance of his or her duties. |
| Submission of Annual Accounts | (6) A copy of every balance sheet, and profit and loss account, together with a signed copy of the Reporting Accountant's report thereon, shall not later than six months after the date to which the balance sheet was made up be delivered to ABTA. |
| Further Information | (7) a) The Member shall provide such further information, documents, or reports as ABTA may require within such period as ABTA may specify. In addition, every Member, or his or her Reporting Accountant, shall be required to provide ABTA with such further information as may be deemed necessary by the Board of Directors with regard to his or her financial position. Such information shall be in such form and within such time limit as prescribed by the Board of Directors.

b) The Member shall provide such further information, documents, or reports as ABTA may require within such period as ABTA may specify to enable it to apply such Customer Due Diligence and 'Know Your Customer' measures as ABTA may from time to time deem necessary and to verify details of all Directors, Shareholders, partners, proprietors and persons employed or concerned in the management of the business where required from time to time on behalf of ABTA Limited or ABTA Insurance PCC Limited or their regulators. |
| Interim Security | (8) In cases where applicants for membership have not previously carried on business for a sufficient time to be able to lodge any reports under this Article which may be required to be lodged upon application for membership, the Board of Directors may require the applicant to provide a bond, guarantee or other security for such amount and on such conditions as the Board of Directors shall direct until such report is lodged and accepted. |
| Members Outside UK | (9) a) A Member who is not established or incorporated within the United Kingdom of Great Britain and Northern Ireland shall comply with the provisions of this Article to the extent that it is possible to do so in accordance with any conditions, modifications or exceptions as the Board of Directors shall in any |

particular case or class of cases prescribe from time to time.

b) All documentation required from a Member to whom sub-paragraph a) above applies shall be provided to ABTA in English in a form that is acceptable to the Board of Directors.

Non-compliance with Accounts Rules

Accounts Rules	(10) If in the opinion of the Board the accounts of any Member of ABTA are unsatisfactory or any Member shall have failed to comply with the provisions of Article 10, the Board shall decide whether or not the membership of the Member shall be terminated, or whether that Member shall be required to provide further finance or a bond, guarantee or other security. If the Member shall fail to comply with any requirements of the Board with regard to the provision of further finance, a bond, guarantee or other security and if the Board shall decide to terminate his membership, he or she shall thereupon cease to be a Member of ABTA.
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COMMITTEES AND TRADING CONDUCT

Preparation	11. (1) The Board of Directors shall prepare a Code of Conduct which it considers to be suitable for regulating the conduct of Members.
Approval and Promulgation	(2) Upon any such Code of Conduct being approved by the Board of Directors, Members of ABTA shall be notified and it shall thereupon become binding upon them.
Amendments	(3) The Board of Directors may, in its discretion, approve any addition to, or modification of, any Code of Conduct for the time being in force. Members of ABTA shall be notified of any such addition or modification approved by the Board of Directors and it shall thereupon become binding upon them.
Code of Conduct Committee	(4) The Board of Directors shall establish a Committee to be called "the Code of Conduct Committee" or such other name as may be decided upon by the Board of Directors from time to time made up of such persons and regulated in such manner as the Board of Directors in its discretion thinks fit to administer the Code of Conduct.
Powers	(5) The Code of Conduct Committee shall exercise the powers of the Board of Directors in administering or enforcing the Code of Conduct or the regulation, administration or enforcement of any of these Articles delegated to it by the Board of Directors.
Membership	(6) The Board of Directors shall establish a Committee to be called "the

- Committee Membership Committee” or such other name as may be decided upon by the Board of Directors from time to time made up of such persons and regulated in such manner as the Board of Directors in its discretion thinks fit.
- Powers (7) The Membership Committee shall exercise the powers of the Board of Directors in the regulation, administration or enforcement of any of these Articles delegated to it by the Board of Directors.
- Trading Conduct (8) Where in the opinion of the Board the trading conduct of a Member is or may be such that it is designed to or likely to cause consumer detriment and/or detriment to ABTA, the reputation and good name of ABTA or its membership then notwithstanding any other provisions of these Articles, including those relating to the Code of Conduct or Accounts Rules, the following provisions shall apply:
- a) Members shall comply with any requirement of the Board imposed under this Article including the provision of any undertakings or additional financial security requirements within any time period set down by the Board; and
 - b) Members and their staff shall allow entry to any premises from which they conduct business or have conducted any business to any person(s) (such as but not limited to a forensic accountant) nominated by the Board and authorised to represent ABTA under this Article. Members and their staff shall co-operate fully with any requests by the said person(s) for information concerning or for sight of or access to the books and records of the business, bank and banking details and records, including bank mandates, booking and transaction details and records. This shall include access to any systems operated by the Member and permission to contact any third party to verify information as necessary. Access to premises may be requested without notice and any refusal to co-operate shall be a failure to comply with the terms of this Article.
 - c) ABTA may make a record by any means of any interview discussion or conversation carried on in pursuance of any enquiry conducted under the Article with the Member and/or his representative(s) and/or advisor(s) whether the parties are present together in person or communicating by telephone or telephone conference or video conference. Such record may be used in further proceedings. The parties to any such interview discussion or conversation shall be given prior notice of the intention to record it. A copy of any such record may be provided to the Member.
- Non-compliance (9) Where a Member has failed to comply with the terms of this Article or where the Board of Directors reasonably considers that the Member’s conduct constitutes a threat of a serious and imminent consumer detriment and/or detriment to ABTA, the reputation and good name of ABTA or its membership the Board shall be entitled to terminate the membership of the Member

forthwith or to impose such other condition as to continued membership as it sees fit. There shall be no right of appeal against termination of membership under the terms of this Article.

TERMINATION OF MEMBERSHIP AND OTHER PENALTIES

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| Termination of Membership | <p>12. (1) The Board of Directors may if it thinks fit summarily terminate the membership of a Member of ABTA in any of the following events:</p> <p>a) If a Member being an individual or partner in a firm which is a Member:</p> <ul style="list-style-type: none"> i. has a bankruptcy petition presented or order made against him or her; or ii. enters into any compromise, composition or arrangement with his or her creditors; or iii. cannot in the opinion of the Board of Directors meet his or her liabilities. <p>b) If a Member being a corporation:</p> <ul style="list-style-type: none"> i. has a winding-up petition presented and not withdrawn within ten business days or order made against it; or ii. has a receiver appointed over any of its assets or undertaking; or iii. files a notice of intention to appoint an administrator at court or has an application for an administration order made against it; or iv. has an administrator appointed to it whether by the corporation, the court or any creditor; or v. convenes a meeting or passes a resolution to put the corporation into voluntary liquidation; or vi. enters into any compromise, composition or arrangement with any of its creditors (excluding a scheme or arrangement as a solvent corporation for the purposes of amalgamation or reconstruction); or vii. cannot in the opinion of the Board of Directors pay its debts as they fall due. <p>c) If a Member or a partner in a firm or limited liability partnership which is a Member or a director or officer of a Member which is a corporation fails to observe or contravenes any of the provisions of these Articles or any of the lawful rules or regulations or the Code of Conduct of ABTA for the time being in force or is guilty, in the opinion of the Board of Directors, of conduct which renders him or her or the firm or corporation of which he or she is a partner or director or officer unfit to continue as a Member.</p> <p>d) If a Member ceases to fulfil all the conditions and qualifications for membership contained in these Articles.</p> <p>e) If in the opinion of the Board of Directors any change has occurred in the status, nature or condition of a Member, or of a partner in a firm which is a Member or of a director or officer of a corporation which is a Member which renders him or her or such firm or corporation unfit to continue as a Member.</p> |
| Other Penalties | <p>(2) If the Board of Directors in the exercise of its powers under paragraphs (1) c), d) or e) above should consider that termination of membership were an excessive</p> |

penalty, then the Board of Directors may in the exercise of its absolute discretion fine any Member; and/or suspend any Member from membership for a period not exceeding two years; and/or require from any Member such undertakings as to due compliance with these Articles and the Code of Conduct as it may deem to be just; and/or administer a reprimand to any Member. In the event of a breach of any such undertaking being established to the satisfaction of the Board of Directors at any subsequent hearing convened on notice to the Member concerned giving details of such alleged breach, or in the event of any such fine not being received by ABTA within fourteen days from the date upon which notification of the fine was given to the Member by the Board of Directors, membership of ABTA shall terminate thenceforth without further notice.

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| Appeals | (3) Subject to paragraph (5) below any Member aggrieved by the termination or suspension of his membership or by any fine or reprimand imposed under the above provisions of this Article may appeal in accordance with Article 13 to the Appeal Board, and pending the determination of the appeal such termination or suspension shall not take effect. Any fine imposed shall be paid to ABTA in accordance with the provisions of Article 13 (2) b). |
| Non-Payment of Fine | (4) In the event of any fine imposed by the Appeal Board not being received by ABTA within fourteen days from the date upon which notification of the fine was given to the Member by the Appeal Board, membership of ABTA shall terminate thenceforth without further notice. |
| Exclusions from Right of Appeal | (5) There shall be no right of appeal against termination of membership resulting from failure to comply with Articles 4 (1) e), 4 (1) f), 7 (4), 10 (1) to (9), paragraphs (1) a) i or ii or (1) b) i to vi above inclusive or under the terms of Articles 10 (10) or 11(8) & (9). |
| Cessation of Membership | (6) On the cessation of membership for any reason whatsoever the former Member shall not be entitled to recover any part of his or her subscription paid for the current year and he or she shall forthwith return to ABTA any Certificate or Diploma confirming his or her membership and any stereotype of the symbol of ABTA which may have been issued to him or her and all property of ABTA in his possession and shall forthwith cease to display in any form whatsoever the symbol of ABTA or any reference to his or her membership thereof. |

APPEAL BOARD

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| Appeal Board | 13. (1) The Board of Directors shall establish an Appeal Board which shall consist of persons to be appointed by the Board of Directors from time to time. There shall be no limit to the number of the Appeal Board, save that each sitting shall |
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comprise at least one member of the Appeal Board from the following categories:

- a) a solicitor or barrister of not less than ten years' standing;
- b) a person having no financial interest in, or business connection with, the travel industry;
- c) a Member of ABTA unconnected with the case under appeal. For this purpose a partner in a firm or any employee of an individual or of a firm who or which is a Member or a director or employee of a corporation which is a Member or a director or employee of an Associated Person whose name has been registered for this purpose with ABTA shall be deemed himself or herself to be a Member.

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| Procedure | <p>(2) a) Any person wishing to appeal against any decision in accordance with the appeal provisions of the Articles shall, within fourteen days after notification to him or her of the decision appealed against, give notice of appeal in writing to the Secretary. Such notice shall set out in full the grounds of appeal and, if new evidence is to be relied upon, such evidence shall be referred to within the said notice.</p> <p>b) Any appeal by a Member against a fine imposed upon him in accordance with Article 12 shall include payment of the fine imposed to ABTA. No notice of appeal shall be valid unless the provisions of this Article are complied with. Where a Member's appeal against a fine imposed is successful ABTA shall repay the fine, or any part thereof deemed refundable by the Appeal Board, to the Member together with interest thereon at a rate to be decided from time to time by the Board of Directors.</p> <p>c) A Member who ceases to be a Member of ABTA for any reason after payment of a fine to ABTA shall not be entitled to repayment of the said fine nor shall ABTA be required to hear the appeal.</p> |
| Secretary's Duty | <p>(3) On receipt of notice of appeal as set out in paragraph (2) a) above together with payment of such fee as the Board of Directors may from time to time prescribe and payment of any fine imposed as set out in paragraph (2) b) above the Secretary shall convene a meeting of the Appeal Board to hear such appeal.</p> |
| Notice of Meeting | <p>(4) a) The Secretary shall give the appellant and the body whose decision is appealed against not less than fourteen days' notice of the time and place of meeting of the Appeal Board, and shall in such notice inform the appellant that he or she may attend and make representations to the Appeal Board. Representatives of the body whose decision is appealed against and such other persons as the Appeal Board may agree may also attend the meeting of the Appeal Board and make representations.</p> |
| Provision of Evidence | <p>b) The appellant shall provide details of any evidence upon which he or she</p> |

intends to rely in good time before the hearing of his appeal in accordance with any requirements set down from time to time by the Appeal Board.

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| Determinations | (5) | <p>a) The Appeal Board shall, after hearing such representations as may be made to it, determine the appeal by exercising the powers of the body whose decision is appealed against in such manner as in its discretion it thinks fit which shall include the power to remit a case to the body whose decision is appealed, and shall notify the parties in writing of its decision.</p> <p>b) In making such determination the Appeal Board shall regard the interests of the consumer in relation to the travel arrangements concerned as the paramount consideration.</p> |
| Repayment of Fees | (6) | <p>The Appeal Board shall have power to provide for the fee paid by the appellant to be repaid to him wholly or in part.</p> |
| Regulation of Proceedings | (7) | <p>The Appeal Board shall regulate its proceedings as it shall from time to time determine with a view to dealing with all appeals promptly and judicially.</p> |

GENERAL MEETINGS

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| Holding of General Meetings | 14. | (1) | <p>ABTA shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All general meetings other than Annual General Meetings shall be called General Meetings.</p> |
| General Meetings | | (2) | <p>The Board of Directors may call a General Meeting whenever it thinks fit and on requisition of at least one hundred Members or such number of Members representing not less than one-twentieth of the total voting rights of all the Members having the right to vote at the meeting in accordance with the Acts whichever is the lower shall forthwith convene a General Meeting.</p> |
| Place of General Meetings | | (3) | <p>Every general meeting shall be held at such time and place in the United Kingdom or the Channel Islands or the Isle of Man as the Board of Directors may determine.</p> |
| Notice of General Meetings | | (4) | <p>Fourteen clear days' notice at least, or (in the case of an Annual General Meeting or a meeting convened to pass a special resolution) the minimum number of clear days' notice required by the Acts shall be given to such Members as are entitled to receive notices from ABTA and also to its Auditors. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for</p> |

- which it is given.
- Short Notice (5) A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed by a majority in number of the Members having the right to attend and vote thereat being a majority who together represent not less than ninety five per cent of the total voting rights at that meeting of all the Members.
- Contents of Notice (6) Every notice of a meeting shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of such business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.
- a) Notices of meetings may be given in hard copy form or in electronic form or by means of ABTA's website or partly by one such means and partly by another. Giving notice of a meeting by way of ABTA's website shall not be valid unless:
- i. ABTA has notified the Member of the presence of the notice on the website;
 - ii. The notification states that it concerns a notice of a meeting, and specifies the time, date and place of the meeting; and
 - iii. The notice remains available throughout the period beginning with the date of notification and ending with the conclusion of the meeting.
- b) If ABTA shall have given an electronic address in a notice calling a meeting, ABTA is deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations set out in the notice).
- Omission of Notice (7) The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person shall not invalidate the proceedings at the meeting.
- Special Business (8) All business shall be deemed special that is transacted at a General Meeting, and also business that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts and balance sheet, the reports of the Board of Directors and Auditors and any other documents annexed to the balance sheet, and the re-appointment of retiring Auditors and the fixing of their remuneration.
- Quorum (9) No business shall be transacted at any general meeting unless a quorum is physically present when the meeting proceeds to business. Twenty Members physically present shall be a quorum for all purposes. A Member shall be deemed physically present if present in person or if there is present his or her or its authorised representative but no Member or authorised representative

shall for the purposes of ascertaining the number physically present be deemed to be more than one Member.

- Lack of Quorum (10) If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or such other date, time or place as the Board of Directors may by not less than five days' notice appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting the Members present shall be a quorum.
- Chairman (11) The Chairman of ABTA shall, if present, preside as Chairman at every general meeting of ABTA, and failing him or her some member of the Board of Directors. If there is no such member present within ten minutes after the time appointed for holding the meeting, or every such member is unwilling to act as Chairman, the meeting shall choose some Member of ABTA present in person to be Chairman.
- Adjournment (12) 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 except business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, at least seven days' notice of the adjourned meeting shall be given in the same manner as 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.
- Voting (13) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- a) by the Chairman; or
 - b) by at least five 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.
- Minutes (14) 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, an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- Poll (15) 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 at which the poll was demanded.
- Restriction on Poll (16) No poll shall be demanded or taken on the election of a chairman of a meeting or on any question of adjournment of a meeting.
- Continuance of Meeting where Poll Demanded (17) 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.
- Voting Rights (18) On a show of hands every Member who is present at a general meeting shall have one vote. On a poll taken at a meeting every Member who is present and on a poll taken by post every Member shall have one vote for every whole £10 of subscription then established as payable by him or her in respect of the year beginning 1 July during which the meeting takes place.
- Authorised Representatives (19) Any Member of ABTA whether a corporation, a firm or an individual may authorise such person as he or she or it thinks fit to act as his or her or its representative at any general meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the Member represented as that Member could exercise himself or herself or itself, and a Member shall be deemed to be present thereat himself or herself or itself for all purposes provided by paragraph (9) above.
- Voting by Proxy (20) Members can appoint a proxy to vote on their behalf.
- If a proxy is a person other than the Chairman of the Meeting, he or she must attend the Meeting in order to vote on the Resolution either on a show of hand or on a poll vote taken at the meeting.

COUNCIL OF THE REGIONS

- Composition 15. (1) The Council of the Regions (in these Articles called "the Council") shall consist of eleven Members of ABTA. For this purpose a partner in the firm or an employee of an individual or of a firm who or which is a Member or director or employee of a corporation which is a Member or a director or employee of an Associated Person or any other person whose name has been registered by a Member for this purpose with ABTA shall be deemed himself or herself to be a Member provided that no more than one such person shall at any one time be registered for this purpose. The person who is nominated shall (save insofar as the Board of Directors shall, in the exercise of its discretion, otherwise decide) not be an undischarged bankrupt or have made a composition with his or her

creditors or been an owner or a controlling director of or a partner in or otherwise employed in the management of a business which has failed to meet its liabilities or has been guilty, in the opinion of the Board of Directors, of conduct which renders him or her unfit to be a member of the Council. Vacancies on the Council other than casual vacancies shall be filled by elections held each year in accordance with the procedure for the time being laid down by the Board of Directors.

Regions

- (2) a) For the purposes of electing members of the Council the Members of ABTA shall be deemed to be divided into eleven regions according to the head office location from which they transact business. Any Member may, with the consent of the Council, elect to stand for election and/or vote in a region other than the region within which his or her head office premises are located. The original boundaries of the regions shall be as shown in the map annexed to these Articles, but the Council shall have power by resolution on which at least eight members thereof vote in favour from time to time to vary such boundaries. One member of the Council shall be elected by each of the following regions:

Eastern	Greater London
Midland	North Eastern
North Western	Northern Ireland
Southern	South Wales
South Western	Yorkshire and North Midlands

and one member of the Council shall be elected by Members in Scotland, which for the purposes of this Article shall be deemed to be a region.

Qualifications

- b) Subject to paragraph (2) a) above, each member elected by each region shall satisfy the following qualifications:
- i. that he or she is a Member of ABTA; and
 - ii. that at such time prior to the date of the election as the Board of Directors shall from time to time prescribe for this purpose he or she has been nominated by notice in writing given to ABTA signed by a Member of ABTA qualified to vote upon his election; and
 - iii. that he or she is engaged in travel business to a significant degree within the region by which he or she is elected.
- c) On an election of members of the Council to represent the above regions every Member of ABTA shall have one vote in the region in which his or her head office is located and in which an election is held.
- (3) A person may, at the same election, be candidate both for the Council and in accordance with and subject to Article 25 the Board of Directors and, provided that he or she fulfils the conditions contained within these Articles for election to both the Council and the Board of Directors, he or she may be elected to and

hold office upon both the Council and the Board of Directors.

(4) a) Subject to the discretion of the Council, a Member who transacts business solely in the Republic of Ireland shall not be eligible to stand for election to the Council nor to vote at such election.

b) Where the Council decides, in the exercise of its discretion as provided in paragraph (a) above, to allow a Member who transacts business solely in the Republic of Ireland, to stand for election to the Council and/or vote at such election it shall do so upon such terms and conditions as it, in its discretion, sees fit and provided in all cases that the provisions of paragraphs (2) b) i and ii above are complied with.

Term of Office	16. (1) a) All members elected to the Council shall serve a term of two years, hereinafter called the Term, until the next alternate Annual General Meeting. The Term of each member of the Council shall continue notwithstanding the retirement or vacation from office of that member. Any new member appointed to the Council to fill the casual vacancy so created shall be appointed for the remainder of the Term subject to the terms of paragraph b) below.
Re-election	b) A retiring member shall be eligible for re-election.
Change of Status	c) A member of Council shall notify ABTA within fourteen days of a change of his or her status of employment with the Member with whom he or she is employed or is a director or partner where such change affects the basis of his or her registration for the Council under Article 15 (1). That member of Council shall thereafter retire from office prior to the holding of an election in accordance with paragraph (2) b) below but nothing in this Article shall prevent the said Member being eligible for re-election in his or her new employment status.
Vacation of Office	(2) a) The office of a member of the Council shall be vacated: <ul style="list-style-type: none"> i. if he or she has a bankruptcy petition presented or order made against him or her; or ii. if he or she enters into any compromise, composition or arrangement with his or her creditors; or iii. if he or she becomes of unsound mind; or iv. if he or she or the individual, firm or corporation by virtue of whom or which he or she is deemed to be a Member of ABTA ceases to be a Member; or v. if he or she ceases to fulfil the qualifications on which he or she was appointed; or vi. if he or she ceases to be a partner, director or employee of the individual, firm or corporation by whom or which he or she was registered pursuant to

Article 15 (1); or vii. if by notice to the Council he or she resigns his or her office; or
 viii. if the Acts or any order made thereunder would, if he or she were a member of the Board of Directors, prohibit him or her from being a member; or
 ix. if he or she is absent from three consecutive meetings of the Council and the Council resolves that his or her office be vacated.

Casual Vacancies		b) If the office of a member of the Council is vacated, his or her successor shall be elected by postal ballot. The ballot process shall be commenced within twenty-eight days, unless the election process will fall wholly or partly within three months of the end of the Term in respect of which the election is to take place, in which case no election shall take place unless the Council decides otherwise.
Removal from Council	(3)	Upon the request signed by not fewer than six members of Council for the removal of a Council member from an office or offices appointed by Council, a postal ballot shall be held within twenty eight days thereafter and if supported by not less than seventy five per cent of Council members entitled to vote, the office(s) shall be vacated forthwith.
Postal Ballots	17.	Elections by ballot (other than to fill a casual vacancy) shall take effect at the conclusion of the Annual General Meeting in each year.
Chairman and Vice Chairman of Regional Committee	18.	The member of the Council elected by each region shall also be designated as the Chairman of the Regional Committee of that region or, should the said member of the Council so decide, the Vice-Chairman of the said Regional Committee.
Chairman of the Council	19.	The then serving Chairman of ABTA shall be appointed as the Chairman of the Council. At the first meeting of the new Council in each year the Council shall from amongst its own number elect a Vice-Chairman of the Council to hold office until his or her successor is elected in the following year, and the Council shall fill any casual vacancy in that office.
Powers	20. (1)	The Council shall exercise any powers and discretion vested in them by these Articles and such other powers as shall be delegated to them by the Board of Directors.
Proceedings	(2)	Articles 27 (1) a) and b) , (2), (3), (4), (5) and 28 shall apply with the necessary adaptations in relation to the proceedings of the Council as they are expressed to apply to the Board of Directors except that the Council will convene at its first meeting following each Annual General Meeting at least three meetings of the Council, and (unless otherwise determined by the Council) the quorum

necessary for the transaction of business shall be six of the Council present in person and no resolution of the Council shall be of effect unless at least five members thereof vote in favour of it.

Expenses 21. The members of the Council shall be entitled to be repaid by ABTA all such reasonable travelling (including hotel and incidental) expenses as they may incur in attending and returning from meetings of the Council.

REGIONAL COMMITTEES

Committees 22. (1) There shall be a committee of each region of Members specified by or pursuant to Article 15 (2) a), each such committee to be designated a Regional Committee, and unless and until otherwise determined by the Council of the Regions, the following paragraphs of this Article shall have effect in relation to each Regional Committee (in this Article called “the Committee”).

Composition (2) The Committee shall consist of the member of the Council of the Regions thereof and not more than five other Members of ABTA, but for this purpose any one or more partners in a firm or employees of an individual or a firm who or which is a Member of ABTA or directors or employees of a corporation which is a Member or directors or employees of an Associated Person or any other person whose names have been registered by a Member for this purpose with ABTA shall be deemed themselves to be Members of ABTA, provided that

a) the Chairman for the time being of ABTA shall not be eligible for election to any Regional Committee and shall not sit upon such Committee; and

b) no person shall be eligible for election to or shall sit upon more than one Regional Committee at any one time.

Election (3) The members of the Committee shall be elected in such manner and at such time or times as the Council of the Regions shall prescribe. The members so elected shall hold office until the election of their successors and shall be eligible for re-election.

Officers (4) Subject to the provisions of Article 18 the Committee may in each year appoint from its own number a Vice-Chairman, Secretary and any other officers as required to hold office until their successors shall be appointed in the following year, with power to fill casual vacancies. Any such officers may be re-appointed to the same or any other office.

(5) If the member of the Council of the Regions elected by the Members of ABTA within a Region does not wish also to hold office as Chairman of the Region the

Committee shall appoint, from its own number, a Chairman to hold office until his successor shall be appointed in the following year.

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| Meetings | (6) | The Committee shall meet not fewer than three times in every year. The Chairman or the Secretary may at any time and the Secretary shall on the request of any member of the Committee call a meeting thereof. |
| Expenses | (7) | The Board of Directors shall make such provision for the expenses of the Committee and shall delegate to the Committee such power and authority in relation to matters affecting its region as it may from time to time determine. |
| Transaction of Business | (8) | The Committee shall regulate its business in such manner as it thinks fit, provided that upon any matter being put to a vote, each Member present shall have one vote. |

BOARD OF DIRECTORS

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| General Powers | 23. | There shall be a Board of Directors (in these Articles called “the Board”) which shall manage the affairs, business and property of ABTA and shall exercise all such powers of ABTA as are not by the Acts or these Articles vested in any other body. |
| Specific Powers | 24. | Without prejudice to the generality of Article 23, the Board shall be responsible for: <ol style="list-style-type: none"> (1) the administration of ABTA, the appointment and control of staff, the leasing and utilisation of premises and the raising, investment and expenditure of funds for the purposes of ABTA; and (2) the representation of ABTA in its overall dealings with Governments, transportation and tourist authorities and the general public; and (3) the approval and promulgation of any Code or Codes of Conduct to which Members of ABTA are from time to time subject, and of any amendments to any such Code of Conduct. |
| Composition | 25. | (1) The Board shall consist of not fewer than seven persons and not more than fourteen persons who shall be the directors of ABTA. |

- a) For the purpose of paragraphs (2) b), c), d) and e) below a partner in a firm or any employee of an individual or of a firm who or which is a Member or a director or employee of a corporation which is a Member or a director or employee of an Associated Person whose name has been registered for this purpose with ABTA shall be deemed himself or herself to be a Member.
- b) Save as provided for in paragraph c) below no two members of the Board may be partners in the same firm or employees of the same individual or of the same firm who or which is a Member or directors or employees of a corporation which is or are a Member or Members. For this purpose a Member shall include an Associated Person.
- c) Paragraph b) above shall not apply where any such member has been elected to the Board by virtue of paragraph (2)e) below and/or in the case of any one member who is appointed to the Board in accordance with paragraph (2)d) below.

Qualifications

- (2) Members of the Board referred to in paragraph (1) above, shall satisfy the following qualifications:
 - a) that, save in the case of a person elected or appointed to the Board by virtue of being a person to whom paragraphs (2) e) or f) apply, at such time prior to the date of the election as the Board shall from time to time prescribe for this purpose he or she has been nominated by notice in writing given to ABTA signed by a person qualified to vote upon his or her election; and
 - b) that in the case of one person, being a Member of ABTA, his or her annual rate of Retail Business turnover declared within his or her most recent accounts lodged with ABTA in accordance with Article 10 was less than £20,000,000 and in the case of a further one such person not less than £20,000,000.
 - c) that in the case of one further such person his or her annual rate of Principal Business turnover declared within his or her most recent accounts lodged with ABTA in accordance with Article 10 was less than £50,000,000 and, in the case of a further one such person not less than £50,000,000.
 - d) that in the case of not more than five further persons, being Members of ABTA, they are elected in accordance with paragraph (7) below.
 - e) that in the case of one further person, being the Chairman of ABTA, they are elected in accordance with Article 31.
 - f) that in the case of one further person they are the Chief Executive for the time being of ABTA.
 - g) that in the case of not more than three further persons they are elected in accordance with paragraph (8) below.

- Elections
- (3) a) The members of the Board referred to in paragraphs (2) b) and c) above shall be elected by the persons who satisfy the qualifications respectively applicable to the members concerned.
- b) For the purposes of paragraphs (2) b) and c) above a partner, director or employee whose name has been registered pursuant to paragraph (1) above shall be deemed to have the turnover of the individual, firm or corporation of or in whom or of which he or she is a partner, director or employee.
- (4) In respect of a person referred to in paragraphs (2) b) and c) above a Member shall stand for election or vote in accordance with his or her level of turnover declared within his or her most recent accounts lodged with ABTA in accordance with Article 10, in the category of business as set out in paragraph (2) above, within which he or she is primarily transacting business save that, subject to paragraph (5) below, notwithstanding any of the provisions of this Article any Member of ABTA who transacts both Retail and Principal Business shall be entitled to stand for election or vote in respect of a category of business as set out in paragraph (2) above other than that in which he or she is primarily transacting business. Any such decision by a Member of ABTA shall be clearly communicated to ABTA in writing and shall not be varied before the next following Annual General Meeting. In this regard the turnover of the Member for the purposes of paragraphs (2) b), and c) above shall be that turnover transacted within the category in which the Member intends to stand for election or vote as declared within their most recent accounts lodged with ABTA in accordance with Article 10.
- (5) No Member shall be entitled to stand for election or vote in more than one category or turnover band set out in paragraphs (2) b) and c) above.
- Rates of Turnover
- (6) The annual rates of turnover referred to in paragraphs 2b) and c) above take effect from the date of the adoption of these Articles and shall be increased in each subsequent year by such rate or by such other percentage thereof as the Board of Directors may determine.
- (7) A person elected or appointed to the Board of Directors shall be entitled to vote for a person referred to in paragraph (2) d) above. A person so elected shall serve a term ending at the next alternate Annual General Meeting.
- (8) Persons elected or appointed to the Board of Directors may elect not more than three further persons to the Board of Directors which persons need not fulfil the requirements of paragraphs (2) b), c), d), e), or f) above and which persons shall serve a term ending at the next alternate Annual General Meeting.
- Retirement from
- (9) a) At the Annual General Meeting in each year two members of the Board

Office

elected under the provisions of paragraphs (2) b) and c) above shall retire from office.

b) Those members elected under the provisions of paragraphs (2) b) and c) above shall serve a term of two years, hereinafter called the Term. Any new member elected to fill a casual vacancy created pursuant to Article 30 shall complete the relevant Term.

c) A retiring member shall be eligible for re-election provided that a member of the Board elected in accordance with paragraph (7) or (8) above shall retire from office at the Annual General Meeting at which he or she has completed three consecutive terms as a member of the Board and shall not be eligible for re-election to take effect prior to the next following Annual General Meeting.

d) The Board may from time to time set down procedures in respect of the retirement of directors as between the categories set out in Article 25 but otherwise subject to the provisions of this Article.

26. Unless vacating office pursuant to Article 30 each member of the Board, save for those elected in accordance with Article 25(7) or (8) shall continue in office until the nomination of his successor or his or her re-appointment (as the case may be) pursuant to Article 25.

Functions and Proceedings

27. (1) a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and shall adopt standing orders for the proceedings of the Board and directives to members of the Board and committees. At its first meeting following each Annual General Meeting of ABTA, the Board will convene at least a further five meetings of the Board to take place within the succeeding eleven months at intervals of not less than four weeks in addition to any other meetings from time to time convened by the Board, and the meetings so convened shall be referred to as "scheduled regular meetings" in Article 30 (1) g). Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the resolution giving rise to the equality shall be deemed to be lost. The Chairman or any two members of the Board may, and the Secretary on the request of the Chairman or any two members of the Board shall, at any time summon a meeting of the Board.
- b) The Directors attending at any meeting of the Board of Directors need not be present at one place provided that they are able to hear and communicate with each other by telephone or other instantaneous means throughout the proceedings and both the Director or Directors present at the place where the meeting is deemed to be held and the Director or Directors in communication are willing to treat the Director or Directors in communication as being present. Unless the Directors determine to the contrary, the meeting shall be deemed to be held at the place where the majority of the Directors attending

are present or, if there is no majority present in any one place, the place where the chairman of the meeting is present.

c) The Board may authorise any matter giving rise to an actual or potential conflict in accordance with section 175 of the Companies Act 2006.

Members' Interests

d) In considering any matters which directly affect the interests of Members, the Board shall take account of the views (which shall be expressed by resolutions) of the Council of the Regions.

Chairman of the Board

e) The Chairman of ABTA shall, if present, preside as chairman at every meeting of the Board. If, at any meeting, the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose any of their number to be chairman of the meeting.

Quorum

- (2) The quorum and any rules relating thereto necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number the quorum shall be four. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by directors.

Written Resolutions

- (3) A Resolution in writing signed or otherwise agreed by no less than two thirds of the members of the Board or any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held. Such Resolution may consist of several documents in the like form each signed or agreed by one or more of the members. For the purposes of this Article a facsimile transmission of the document or an electronic transmission comprising or containing the text of the document purporting to have been signed or electronically signed or agreed will be deemed to constitute a document in the like form signed or agreed by the member concerned.

Remote Resolutions

- (4) A Resolution agreed upon by no less than two thirds of the members of the Board or any Committee of the Board, where such Resolution is agreed by telephone, or telephone conference or video conference or by electronic mail shall be as valid and effectual as if it has been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held.
- (5) Any Resolution agreed under paragraphs (3) and (4) above shall be recorded in the minutes of the next subsequent Board or (as the case may be) committee meeting.

28. The continuing members of the Board may act notwithstanding any vacancies in the Board, so long as the number of such members is not reduced below

- the quorum fixed by Article 27 (2).
- Committees
29. (1) The Board may delegate any of its powers to committees consisting of such member or members of its number and/or other persons as it thinks fit. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- Proceedings of Committees
- (2) The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by the Board under paragraph (1) above.
- Defective Appointment
- (3) The actions of the Board or of a committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board.
- Expenses
- (4) The members of the Board and the members of any committee appointed by the Board shall be entitled to be repaid by ABTA all such reasonable travelling (including hotel and incidental) expenses as they may incur in attending and returning from meetings of the Board or any such committee in accordance with any regulations for such payment as may be laid down by the Board from time to time.
- Remuneration
- (5) The members of the Board other than the then serving Chairman of ABTA and the Chief Executive for the time being of ABTA shall be entitled to such remuneration as the Remuneration Committee shall determine for the days that the members provide their services exclusively for meetings of the Board. Any remuneration payable pursuant to this Article shall be distinct from any expenses, remuneration or other amounts payable to a member of the Board pursuant to any other provisions of these Articles.
- Vacation of Office
30. (1) The office of a member of the Board shall be vacated:
- a) if he or she has a bankruptcy petition presented or order made against him or her; or
 - b) if he or she enters into any compromise, composition or arrangement with his or her creditors; or
 - c) if a registered medical practitioner who is treating that person gives a written opinion to ABTA stating that the person has become physically or mentally incapable of acting as a director and may remain so for more than three months ; or
 - d) if he or she or the individual, firm or corporation by virtue of whom or

which he or she is deemed to be a Member of ABTA ceases to be a Member;
 or
 e) if by notice in writing to ABTA he or she resigns his or her office; or
 f) if he or she is prohibited from being a member of the Board by, or by any order made under, the Acts; or
 g) if he or she is absent from three consecutive scheduled regular meetings of the Board (as defined in Article 27 (1) a)) and the Board resolves that his or her office be vacated; or
 h) if, upon the request signed by not fewer than 50% of the members of the Board for the removal of a member of the Board, a ballot is held in accordance with the procedure for the time being laid down by the Board within twenty eight days thereafter and such request is supported by not less than seventy five per cent of members of the Board entitled to vote.

Change of Status

- (2) A member of the Board appointed under Article 25 (2), b), c), d) or g) shall notify ABTA within fourteen days of a change of his or her status of employment with the Member or other company with whom he or she is employed or is a director or partner. That member of the Board shall thereafter retire from office prior to the holding of an election but nothing in this Article shall prevent the said member being eligible for re-election in his or her new employment status. The said election process shall begin within twenty eight days from the date of retirement unless the process shall fall wholly or in part within three months of the end of the relevant Term in which case no election to fill a casual vacancy so arising need take place unless the Board decides otherwise.
- (3) If a member of the Board ceases to fulfil the qualifications relating to his or her annual rate of turnover as a Member as set out in Article 25 he or she shall retain his or her office as a member of the Board until the next Annual General Meeting following the change whereupon he or she shall retire from office but nothing in this Article shall prevent the said member being eligible for re-election in his or her new turnover category.

CHAIRMAN

Election

31. (1) At the first meeting of the Board of Directors after the Annual General Meeting of ABTA in every second consecutive year from the election of the Chairman, the Board shall from amongst its own number elect a Chairman.
- (2) If, at the date of his or her election as Chairman, the person so elected shall be a member of the Board of Directors or the Council of the Regions, he or she shall be deemed to have resigned his or her position as a member of such body forthwith upon his or her election as Chairman and shall serve as a member of

the Board of Directors by virtue of Article 25 (2) e) and as chairman of the Council of the Regions by virtue of Article 19.

- Period of Office (3) The Chairman shall hold office for a period of two consecutive years. The Chairman shall take office immediately upon his or her election and will vacate it immediately upon the election of his or her successor. The Chairman shall be eligible for re-election but shall retire from office at the expiry of three consecutive terms of office and, thereafter shall not be eligible for re-election to take effect prior to the next Annual General Meeting.
- Allowance (4) The Chairman shall be paid an allowance at the rate of £25,000 per annum (which shall be deemed to accrue from day to day) or at such rate as the Board of Directors shall from time to time determine.
- Vacation of Office (5) The office of the Chairman shall be vacated:
- a) if he or she has a bankruptcy petition presented or order made against him or her; or
 - b) if he or she enters into any compromise, composition or arrangement with his or her creditors; or
 - c) if a registered medical practitioner who is treating that person gives a written opinion to ABTA stating that the person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
 - d) if he or she or the individual, firm or corporation by virtue of whom or which he or she is deemed to be a Member of ABTA ceases to be a Member; or
 - e) if by notice in writing to ABTA he or she resigns his or her office; or
 - f) if the Acts, or any order made there under, would, if he or she were a member of the Board of Directors, prohibit him or her from being a Member; or
 - g) if, upon the request signed by not fewer than 50% of the members of the Board for the removal of the Chairman, a ballot is held in accordance with the procedure for the time being laid down by the Board within twenty eight days thereafter and such request is supported by not less than 75% of members of the Board entitled to vote. For these purposes, the Chairman is not entitled to vote.
- (6) If the Chairman is a partner in a firm or an employee of an individual or of a firm who or which is a Member of ABTA or a director or employee of a corporation which is a Member of ABTA or a director or employee of an Associated Person, the office of the Chairman shall be vacated, if he or she ceases to be a partner, director or employee of the individual, firm, corporation or Associated Person unless:
- a) before or within seven days following such cessation he or she indicates in

writing to ABTA that he or she wishes to continue in office as Chairman; and
b) following such cessation he or she fulfils the qualifications for appointment as Chairman; and
c) the members of the Board of Directors voting in accordance with the procedure for the time being laid down by the Board of Directors decide by more than one half of the votes duly cast in such ballot that he or she should continue in office as Chairman.

Not Eligible for Reappointment

(7) A person who vacates the office of Chairman shall not be eligible for appointment as Chairman at the next following election for this purpose.

Acting Chairman

(8) If the office of Chairman is vacated, the Board of Directors shall appoint another person as Acting Chairman who shall fulfil the qualifications for appointment as Chairman and shall hold office as Acting Chairman on the terms of this Article as if he or she were the Chairman until the next election of a Chairman.

TREASURER

32. A Treasurer of ABTA shall be appointed on an annual basis by the Board of Directors from among its own number upon such conditions as it may think fit. Subject to the direction of the Board of Directors the Treasurer shall have overall responsibility for the conduct of all financial matters.

SECRETARY

33. The Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may (subject to the terms of any contract between him or her and ABTA) be removed by the Board of Directors from that office.

MINUTES

34. The Board of Directors shall ensure that minutes are kept recording:

- (1) the members of the Board of Directors present at each meeting of the Board and of any committee of the Board; and
- (2) all resolutions and proceedings at all meetings of ABTA and of the Board of Directors and of any committee of the Board.

THE SEAL

35. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a committee of the Board of Directors and in the presence of at least one member of the Board of Directors and the Secretary, both of whom shall sign the instrument.

SYMBOL

36. Members of ABTA may print the Symbol of ABTA on their letterheads, literature and electronic or digital media.

ACCOUNTS

37. The Board of Directors shall cause to be kept such books of accounts as are necessary to exhibit and explain the transactions and financial position of ABTA and to give a true and fair view of the state of its affairs, and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:
- (1) all sums of money received and expended by ABTA and the matters in respect of which such receipt and expenditure takes place; and
 - (2) all sales and purchases of goods by ABTA; and
 - (3) the assets and liabilities of ABTA.
38. The books of account shall be kept at the registered office of ABTA or (subject to the Acts) at such other place as the Board of Directors thinks fit, and shall at all times be open to inspection by the members of the Board of Directors. No other Member of ABTA shall have any right of inspecting any account or book or document of ABTA except as conferred by the Acts or authorised by the Board of Directors or by a general meeting.
39. The Board of Directors shall from time to time in accordance with the requirements of the Acts cause to be prepared and to be laid before ABTA in general meeting such income and expenditure accounts, balance sheets and reports as shall be requisite.
40. A copy of every balance sheet (including every document required by law to be annexed thereto) and of the reports of the Board of Directors and of the Auditors shall, at least twenty-one days before the general meeting convened to consider these documents, be delivered or sent by post to every Member of ABTA of whose address it is aware.
41. Subject to the Companies Act 2006, and without prejudice to the provisions of these Articles ABTA's Annual Report may be sent or supplied by ABTA to any Member in electronic form to such address as may from time to time be

authorised by the Member concerned or by making it available on a website and notifying the Member concerned in accordance with the Companies Act 2006 that it has been made available.

42. ABTA's Annual Report, if sent or supplied by electronic means, shall be deemed to have been received on the day following that on which the Annual Report was sent or supplied by or on behalf of ABTA. Where ABTA's Annual Report is sent or supplied by means of a website, it shall be deemed to have been received:
- (1) when the material was first made available on the website; or
 - (2) if later, when the Member was deemed to have received notice of the fact that the material was available on the website.

AUDIT

43. Auditors of ABTA shall be appointed and their duties regulated in accordance with the Acts.
44. The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be read before ABTA in general meeting and shall be open to inspection by any Member, who shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed hereto) and Auditors' report in accordance with the Acts.

NOTICES

45. Any notice or document may be served by ABTA on any Member either personally or by sending it through the post in a prepaid letter addressed to him or her at his or her registered address, or in electronic form including by facsimile or email to any number or email address held by ABTA in respect of that Member on its database or records, or by means of posting on the ABTA website.
46. All Members of ABTA listed in the Register shall be entitled to receive notices from ABTA.
47. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the letter containing it was posted, and in proving service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted. Any such notice or document if served by facsimile or e-mail shall be deemed to have been served on the day of transmission of such facsimile or e-mail, and in proving such service it shall be sufficient to show a transmission record from the relevant facsimile machine or computer.

48. Any notice or document delivered or sent by post to, or left at the registered address of, any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt, and whether or not ABTA has notice of his death or bankruptcy, be deemed to have been duly served on such Member – unless his or her name shall, at the time when the notice or document is deemed to have been served, have been removed from the Register.

INDEMNIFICATION AND INSURANCE

49. (1) Every member of the Board of Directors or of the Council of the Regions and any other committee member, director or officer shall be indemnified against any liability attaching to him or her in connection with any negligence, default, breach of duty or breach of trust by him or her in relation to ABTA save that no indemnity is hereby given against any liability incurred by the director which would cause this indemnity not to be a qualifying third party indemnity provision as that term is defined in section 309B of the Companies Act 1985.
- (2) Every auditor of ABTA shall be indemnified out of the assets of ABTA against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, including any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under section 144 or section 727 of the Companies Act 1985 in which relief is granted to him or her by the Court, provided that this article shall only have effect in so far as its provisions are not avoided by section 310 of the Companies Act 1985.
- (3) The Board of Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers, employees or auditors of ABTA, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to ABTA.

CONFIDENTIALITY

50. Every representative of a Member of ABTA attending in any capacity, or sitting as a member of the Board of Directors or the Council of the Regions or any committee of ABTA shall treat as strictly confidential any matter or information received or obtained thereby concerning the commercial activity of any past or current Member of ABTA. Any such representative may disclose information

which would otherwise be confidential if and to the extent that it is required by law; or if the information has come into the public domain through no fault of that representative or if ABTA has given prior written approval of the disclosure. The restrictions contained in this Article shall continue to apply to such representative notwithstanding the cessation of their membership of the Board of Directors, the Council of the Regions or a committee.

MAP SHOWING ABTA REGIONS

