

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not
write in
the margins.

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

For official use

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Name of company

* THE ASSOCIATION OF BALLOON OPERATORS LIMITED

* Insert full
name of Company

I, DAVID PENNEY signing on behalf

of PROPERTY HOLDINGS LIMITED

100 WHITE LION STREET, LONDON, N1 9PF

† delete as
appropriate

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~][†]
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)][†] and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at TROTT & GENTRY SOLICITORS
80 ISLINGTON HIGH STREET

Declarant to sign below

LONDON N1
the 22ND day of APRIL
One thousand nine hundred and 93
before me Mr R A Lustigman

David Penney

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

L.R.F.
LUSTIGMAN
SOLICITOR

Presentor's name address and
reference (if any):

PROPERTY SEARCH AGENCY
LIMITED
100 WHITE LION STREET
LONDON
N1 9PF
(TEL: 071 837 8889)

For official Use

New Companies Section

Post room





COMPANIES HOUSE

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

☐ CN

For official use ☐

THE ASSOCIATION OF BALLOON
OPERATORS LIMITED

Registered office of the company on
incorporation.

☐ RO

100 WHITE LION STREET

Post town LONDON

County/Region

Postcode N1 9PF

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☒ X

Name PROPERTY SEARCH AGENCY LIMITED

☐ RA

100 WHITE LION STREET

Post town LONDON

County/Region

Postcode N1 9PF

Number of continuation sheets attached

☐

To whom should Companies House
direct any enquiries about the
information shown in this form?

PROPERTY SEARCH AGENCY LIMITED

100 WHITE LION STREET

LONDON

071 837 8889

Postcode N1 9PF

124

Telephone

Extension

Company Secretary (See notes 1 - 5)

Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS		
LOCATION MATTERS LIMITED		
N/A		
N/A		
N/A		
AD	100 WHITE LION STREET	
LONDON		
County/Region		
Postcode N1 9PF		Country ENGLAND
I consent to act as secretary of the company named on page 1		
Signed	<i>S. Dune</i>	Date 16-4-93

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ☐ *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD		
PROPERTY HOLDINGS LIMITED		
N/A		
N/A		
N/A		
AD	100 WHITE LION STREET	
LONDON		
County/Region		
Postcode N1 9PF		Country ENGLAND
DO	1 2 0 7 8 9	Nationality NA BRITISH
OC	LAW AGENT	
OD	NONE	
I consent to act as director of the company named on page 1		
Signed	<i>David Penney</i>	Date 16-4-93

(See notes 1 - 5)

***Style/Title**

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD

AD

Post town

County/Region

Postcode

Country

DO			
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Nationality

NA

OC

00

I consent to act as director of the company named on page 1

Signed

Date _____

Delete if the form
is signed by the
subscribers.

Andy Bonilla

Signature of agent on behalf of all subscribers

Date _____

76-4-93

**Delete if the form
is signed by an
agent on behalf of
all the subscribers.**

All the subscribers must sign either personally or by a person or persons authorised to sign for them.

Signed

Date

Signed

Date

Signed

Date _____

Signed

Date

Signed

Date _____

Signed

Date

2814627

ACCEPT UNSTAMPED £50—
NC/EN 91464
SIGNED *R. G. G. G.*
DATE 27-4-93

COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION



OF

THE ASSOCIATION OF BALLOON OPERATORS LIMITED

1. The Company's name is The Association Of Balloon Operators Limited.
2. The Registered Office of the Company will be situated in England & Wales.
3. The Company's objects are:-
 - (a) To carry on business as a general commercial company.
 - (b) To carry on any other business or trade of which the Company may think fit, to be capable of being conveniently or profitably carried on in connection with or ancillary to any business which will enhance the value of any of the Company's property or assets.
 - (c) To purchase or acquire by freehold or leasehold any property, estate, building, and any form of real or personal property, easements, privileges, rights, concessions, patents, machinery, stock, secret processes, licences and hold for any interest for the purpose of or in connection with the Company's business or any branch or department thereof.
 - (d) To erect, build, construct, alter, enlarge, pull down, maintain any office's, factories, shops, stores, bridges, reservoirs, works, buildings, mills, wharves, plant and machinery which is necessary or convenient for the Company's business, and to contribute or subsidise the construction, maintenance and erection of any of the above.

130688

- (e) To support, guarantee and/or secure either with or without consideration the payment of any debenture stock, debentures, dividends, shares or moneys or the performance of engagements or contracts of any other Company or person including (but without prejudice to the generality of the foregoing) of any Company which is, for the time being, the Company's holding company as defined by Section 736 of the Companies Act, 1985 or another subsidiary, as defined by the said section, of the Company's holding company or otherwise associated with the Company in business and to give indemnities and guarantees of all kinds and by way of security as aforesaid either with or without consideration to mortgage and charge the undertaking and all or any of the real and personal property and assets present or future, to issue debentures and debenture stock and collaterally or further to secure any securities of the Company by a Trust Deed or other assurance.
- (f) To draw, make, accept, negotiate, endorse, execute, discount and issue promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as approved by the Company and to act as bankers for customers and others.
- (g) To borrow or raise money, free or secure any debt or obligation binding on the Company as the Company shall think fit and in particular by mortgages of or charges upon the undertaking and all or any of the Company's assets present or future, including the uncalled capital for the time being of the Company or by the creation and issue of Debentures or Debenture Stock or other obligations or securities.
- (h) To grant or award pensions, gratuities, allowances and bonuses to any persons who are or have been employees or ex-employees of the Company, Directors or officers, of any associated company, subsidiary company or predecessor in business or to the dependants or connections of such persons, to maintain and establish or concur in establishing and maintaining trusts, funds, or schemes (whether contributory or non-contributory) with a view to providing pensions or other funds or schemes for the benefit of any such persons, their relatives or dependants, to assist and support any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.
- (i) To make advances to customers and others with or without security, and upon such conditions as the Company may approve, and to guarantee the shares or securities, capital of stocks, dividends and interest of any company of or in which the Company is a member or is otherwise involved in.
- (j) To invest and deal with the moneys of the Company not immediately required for the purposes of the business of the Company's business in or upon such investments and in such manner as the Company may approve.

- (k) To pay for any right or property acquired by the Company in cash or by fully or partly paid-up shares, with or without deferred or preferred or special rights or restrictions in respect of repayment of voting, dividend, capital or otherwise, or by any securities which the Company has the power to issue, and generally on such terms as the Company may determine.
- (l) To enter in to any partnership or arrangements for sharing profits by establishing and promoting any company whose objects shall include the taking over of or acquisition of any or all of the liabilities or assets of this Company or which is capable of being carried on so as directly or indirectly to benefit this Company, and to hold, deal with, sell or dispose of any stocks, securities or shares issued by or any other obligations of any such company.
- (m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of voting, dividend, repayment of capital or otherwise, or in debentures or debenture stock, mortgages or other securities of any company or corporation or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold dispose of or otherwise deal with any shares, securities or stock so acquired.
- (n) To develop, manage, improve, sell, turn to account, let on rent, exchange, royalty, share of profits or otherwise, grant easements, licences and other such rights in or over and in any other manner dispose of or deal with the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (o) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's object or any of them, and to obtain from any such government or authority any concessions, privileges, decrees, rights or charters which the Company may desirable and to carry out, exercise and comply with any such concessions, privileges, decrees, rights and charters.
- (p) To apply for, promote and obtain any Act of Parliament, provisional order, licence of the Department of Trade or other authority to enable the Company to carry into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to the prejudice of the Company's interests.

- (q) To take part in the management, formation, control or supervision of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, experts, or agents.
 - (r) To do all or any of the above things in any part of the world, and either as agents, contractors, principals trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
 - (s) To do all such things as are incidental or conducive to the above objects or any of them.
 - (i) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled, registered or resident in the United Kingdom or elsewhere.
 - (ii) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise all objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
 - (t) The income and property of the Company whencesoever derived shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit. Provided that nothing herein shall prevent any payment in good faith by the Company;
 - (i) of reasonable and proper remuneration to any member, officer or servant for any services rendered to the Company;
 - (ii) of payment of interest on money lent or reasonable and proper rent for premises demised or let to the Company;
 - (iii) to any member for out of pocket expenses.
4. The liability of the members is limited.
5. All members of the company undertakes to contribute to the company's assets if it should be wound up while they are existing members or within one year after they cease to be a member, for payment of the company's debts and liabilities contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves such amount being required but not exceeding £1.

WE, the subscribers to this Memorandum of Association, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS

Location Matters Limited
100 White Lion Street
London
N1 9PF

S. Dune

Property Holdings Limited
100 White Lion Street
London
N1 9PF

David Pearce

Dated this 19th day of April 1993

Witness to the above signatures:

Andrew

Andrew Sommerville
100 White Lion Street
London
N1 9PF

COMPANIES ACT 1985 & 1989

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION OF BALLOON OPERATORS LIMITED

PRELIMINARY

1. The regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations shall apply to this company except as hereinafter provided.
2. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 of Table A, shall not apply to this company.

MEMBERS

3. The subscribers to the Memorandum of Association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company. No person or company shall be admitted as a member of the company unless he or it is approved by the directors. Every person or company who wishes to become a member shall deliver to the company an application for membership in such form as the directors require to be executed.
4. A member may at any time withdraw from the company by giving at least seven clear days' notice to the company. Membership shall not be transferable.

NOTICE OF GENERAL MEETINGS

5. All general meetings other than annual general meetings shall be called extraordinary general meetings. The company's first annual general meeting shall be held before 18 months has elapsed from the date of incorporation. The following annual general meetings shall take place before fifteen months have passed since the last meeting.

6. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the company may call a general meeting.
7. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by a notice of at least twenty one clear days. The notice shall specify the time and place of the meeting and the general nature of the business to be discussed and shall be given to all the members and to the directors and auditors. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety five per cent of the total voting rights at the meeting of all the members.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any meeting unless a quorum is present, quorum being two persons entitled to vote each being a member, a proxy for a member or a duly authorised representative.
9. If such a quorum is not present within half an hour from the specified time of the meeting, or if a quorum ceases to be present during a meeting it shall be adjourned until the same time, place and day of the next week or any other specified time, place and day as the Directors may determine.
10. The chairman if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
11. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

12. Regulation 44 of Table A shall apply with the omission of the words "and at any separate meeting of the holders of any class of shares in the company".
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
14. In the case of an equality of votes, whether by show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

VOTES OF MEMBERS

15. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
16. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person, may on a poll, vote by proxy.
17. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all monies presently payable by him in respect of that share have been paid.
18. On a poll votes may be given either personally or by proxy.

19. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form or as near thereto as circumstances allow:-

" Limited.

I/We, , of , being
a member/members of the above-named company, hereby appoint
of
or failing him,
of , as my/our proxy to vote in my/our
name[s] and on my/our behalf at the annual/extraordinary
general meeting of the Company to be held on
199 , and at any adjournment thereof.

Signed on this day the of 199 .

20. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances allow:-

" Limited

I/We, of , being
a member/members of the above-named Company, hereby appoint
of or failing him
of , as my/our proxy to
vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Company, to be
held on 199 , and at any adjournment
thereof.

This form is to used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against
Resolution No.2 *for *against

* Strike out whichever is not desired.

21. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the registered office or at such other place within the United Kingdom as is specified in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

22. A vote given in accordance with the terms of an instrument of or proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS EXPENSES

23. The words "of any class of shares or" shall be omitted from regulation 83 of Table A.

DIRECTORS

24. Unless otherwise determined by ordinary resolution, the number of Directors shall not be subject to any maximum but shall not be less than two.
25. The Directors shall have power at any time, and from time to time, appoint any person to be a Director.
26. The word "debentures" in paragraph (c) of regulation 94 shall be substituted for the words "shares, debentures or other securities" in both places where they occur.

MINUTES

27. The Directors shall ensure that minutes are taken and entered into books kept for the purpose of recording all appointments of officers made by the Directors. Paragraph (b) of regulation 100 of Table shall not apply to this Company.

NOTICES

28. The second sentence of regulation 112 of Table A shall be omitted.
29. The words "or of the holders of any class of shares in the company" shall be omitted from regulation 113 of Table A.

RULES OR BYE LAWS

30. The directors may from time to time make such Rules or Bye Laws as they consider necessary or convenient for the right and proper execution and government of the Company and for the purposes of laying down the categories and terms of Membership and in particular:-
- (a) The embodiment of Members of the Company and their respective rights and privileges and the terms of membership, resignation of membership and any fees, charges and contributions payable by the Members.

- (b) The behaviour of Members of the Company in relation to each other and to the Company in so far as such line of conduct is not directed by these Articles.
- (c) The line of conduct at meetings and committees of directors of the Company in so far as such line of conduct is not directed by these Articles.
- (d) The setting aside of the whole or any part or parts of the Companys premises at any particular time or times or for any particular purpose or purposes.
- (e) Any business likely to be governed by Company Rules or guidelines appropriate to the Company.
31. At any General Meeting the Company has the power to make any changes to the Rules and Byelaws provided that no Rule or Byelaw shall be contrary or affect or nullify the Memorandum or Articles of Association of the Company and the directors shall be responsible in bringing to the notice of the members of the Company all existing Rules and Byelaws and any subsequent changes thereto which until such times as is otherwise altered at a General Meeting shall be in force and shall be binding on all members of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Location Matters Limited
100 White Lion Street
London
N1 9PF

S. Dune

Property Holdings Limited
100 White Lion Street
London
N1 9PF

David Kenney

Dated this 16th day of April 1993

Witness to the above Signatures:-

Adrew Somerville

Adrew Somerville
100 White Lion Street
London
N1 9PF

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2814627

I hereby certify that

**THE ASSOCIATION OF BALLOON OPERATORS
LIMITED**

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 4 MAY 1993

P. Bevan
P. BEVAN

an authorised officer