



FILE COPY

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

Company No. 7570620

The Registrar of Companies for England and Wales, hereby certifies that

THE FLEET AIR ARM MUSEUM CLG LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England/Wales

Given at Companies House on **18th March 2011**



N07570620E



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

17 3.24 / 20

Application to register a company

A fee is payable with this form.
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register a
private or public company

✗ **What this form is NOT for**
You cannot use this form to re-
a limited liability partnership. If
this, please use form LL IN01

SATURDAY



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A30

12/03/2011

71

COMPANIES HOUSE

Part 1 Company details

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

A1 Company details

Please show the proposed company name below

Proposed company
name in full ①

THE FLEET AIR ARM MUSEUM CLG LIMITED

For official use

--	--	--	--	--	--	--	--

① Duplicate names

Duplicate names are not permitted. A
list of registered names can be found
on our website. There are various rules
that may affect your choice of name.
More information is available at
www.companieshouse.gov.uk

A2 Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

A3 Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☐ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible to
apply for this.
For more details please go to our
website
www.companieshouse.gov.uk

A4 Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

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Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number FLEET AIR ARM MUSEUM

Street RNAS YEOVILTON

Post town ILCHESTER

County/Region SOMERSET

Postcode B A 2 2 8 H T

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England or Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment. For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2

Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1, For a corporate secretary, go to Section C1, For a director who is an individual, go to Section D1, For a corporate director, go to Section E1

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2

Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3

Signature ④

I consent to act as secretary of the proposed company named in Section A1.

Signature	<div>Signature</div> <div>X</div>
-----------	-----------------------------------

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

C1

Corporate secretary appointments ①

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2

Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete Section C3 only

→ No Complete Section C4 only

C3

EEA companies ②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ②

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

C4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5

Signature ⑤

I consent to act as secretary of the proposed company named in Section A1

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

IN01

Application to register a company

Director

D1

Director appointments ¹

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	REAR ADMIRAL																
Full forename(s)	TERENCE																
Surname	LOUGHRAN																
Former name(s) ²																	
Country/State of residence ³	GREAT BRITAIN																
Nationality	BRITISH																
Date of birth	<table><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td>2</td><td>7</td><td>0</td><td>3</td><td>1</td><td>9</td><td>4</td><td>3</td></tr></table>	d	d	m	m	y	y	y	y	2	7	0	3	1	9	4	3
d	d	m	m	y	y	y	y										
2	7	0	3	1	9	4	3										
Business occupation (if any) ⁴	RETIRED																

¹ Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

² Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

³ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

⁴ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ¹

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ¹

I consent to act as director of the proposed company named in Section A1.

Signature	<table><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

¹ Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title*	MR																
Full forename(s)	SIMON																
Surname	FACE																
Former name(s) ②																	
Country/State of residence ③	GREAT BRITAIN																
Nationality	BRITISH																
Date of birth	<table><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td>2</td><td>6</td><td>0</td><td>4</td><td>1</td><td>9</td><td>6</td><td>9</td></tr></table>	d	d	m	m	y	y	y	y	2	6	0	4	1	9	6	9
d	d	m	m	y	y	y	y										
2	6	0	4	1	9	6	9										
Business occupation (if any) ④	REGIONAL DIRECTOR, INSTITUTE OF DIRECTORS																

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section D4.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	THE COMPANY'S REGISTERED OFFICE
Street	
Post town	
County/Region	
Postcode	
Country	

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.




Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<table><tr><td>Signature</td><td></td><td></td></tr><tr><td>X</td><td></td><td>X</td></tr></table>	Signature			X		X
Signature							
X		X					

⑥ Signature

The person named above consents to act as director of the proposed company.

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Application to register a company

Corporate director

E1

Corporate director appointments ¹

Please use this section to list all the corporate directors taken on formation

Name of corporate body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

¹ Additional appointments

If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

E2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3** only

→ No Complete **Section E4** only

E3

EEA companies ¹

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ¹

Registration number

¹ EEA

A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

¹ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ¹

If applicable, the registration number

¹ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

E5

Signature ¹

I consent to act as director of the proposed company named in **Section A1**

Signature

Signature

X

X

¹ Signature

The person named above consents to act as corporate director of the proposed company

IN01

Application to register a company

Part 3

Statement of capital

Does your company have share capital?

→ Yes Complete the sections below

→ No Go to Part 4 (Statement of guarantee)

F1

Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
				£
				£
				£
				£
Totals				£

F2

Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Totals				

F3

Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares

Total aggregate
nominal value ❸

❸ Total aggregate nominal value
Please list total aggregate values in
different currencies separately For
example £100 + €100 + \$10 etc

❶ Including both the nominal value and any
share premium

❶ Number of shares issued multiplied by
nominal value of each share

❷ Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation
page if necessary

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Application to register a company

F4

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in Sections F1 and F2

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights as respects dividends to participate in a distribution,
- c particulars of any rights as respects capital to participate in a distribution (including on winding up) and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

Class of share

Prescribed particulars

1

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Application to register a company

Class of share	
Prescribed particulars 1	<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are</p> <ul style="list-style-type: none">a particulars of any voting rights including rights that arise only in certain circumstances,b particulars of any rights, as respects dividends, to participate in a distribution,c particulars of any rights, as respects capital, to participate in a distribution (including on winding up) andd whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares <p>A separate table must be used for each class of share</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary</p>

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4

Statement of guarantee

Is your company limited by guarantee?

→ Yes Complete the sections below

→ No Go to Part 5 (Statement of compliance)

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	TERENCE
Surname 1	LOUGHRAN
Address 2	Court Lodge, St Margarets Road, Tintinhull, Somerset
Postcode	B A 2 2 8 P L
Amount guaranteed 3	1 00

Subscriber's details

Forename(s) 1	SIMON
Surname 1	FACE
Address 2	31 Little Par Close, Stapleton, Bristol
Postcode	B S 1 6 1 A F
Amount guaranteed 3	1 00

Subscriber's details

Forename(s) 1	
Surname 1	
Address 2	
Postcode	
Amount guaranteed 3	

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Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section H1** (Statement of compliance delivered by the subscribers)
- Yes Go to **Section H2** (Statement of compliance delivered by an agent)



H1

Statement of compliance delivered by the subscribers ¹

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

¹ Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

Subscriber's signature	Signature X  X
Subscriber's signature	Signature X  X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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Application to register a company

Subscriber's signature	Signature X	X	Continuation pages Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	
Subscriber's signature	Signature X	X	

H2	Statement of compliance delivered by an agent	
	Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association	
Agent's name		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with	
Agent's signature	Signature X	X

IN01

Application to register a company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Post town

County/Region

Postcode

Country

DX

Telephone



Certificate

We will send your certificate to the presenters address (shown above) or if indicated to another address shown below

- ☐ At the registered office address (Given in Section A6)
- ☐ At the agents address (Given in Section H2)



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent
- ☐ You have used the correct appointment sections
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ The document has been signed, where indicated
- ☐ All relevant attachments have been included
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House to register a company

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below

The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION OF
THE FLEET AIR ARM MUSEUM CLG LIMITED

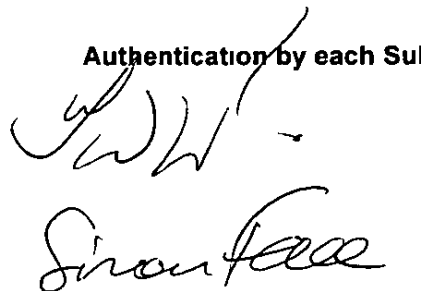
Each Subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

Name of each Subscriber

Authentication by each Subscriber

Rear Admiral Terence Loughran CB

Simon Face

The block contains two handwritten signatures. The first signature is in dark ink and appears to be 'T. Loughran'. The second signature is in dark ink and appears to be 'Simon Face'.

Dated

8th February 2011.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF
THE FLEET AIR ARM MUSEUM CLG LIMITED

- 1 **The company's name is** The Fleet Air Arm Museum CLG Limited (and in this document it is called the "Charity")

Interpretation

- 2 In the articles -

"address" means a postal address or for the purposes of electronic communication, a fax number, an email or postal address or a telephone number for receiving text messages in each case registered with the Charity,

"the Articles" means the Charity's articles of association,

"the Charity" means the company intended to be regulated by these articles,

"clear days" in relation to the period of a notice means the period excluding

- the day when the notice is given or deemed to be given, and
- the day for which it is given or on which it is to take effect,

"the Commission" means the Charity Commission for England and Wales,

"Companies Acts" means the Companies Acts (as defined in Section 2 of the Companies Acts 2006) in so far as they apply to the Charity,

"the Directors" means the Directors of the Charity The Directors are charity trustees as defined by Section 97 of the Charities Act 1993,

"document" includes unless otherwise specified any document sent or supplied in electronic form,

"electronic form" has the meaning given in Section 1168 of the Companies Act 2006,

"the Memorandum" means the charity's Memorandum of Association,

"officers" includes the Directors and secretary,

"Reserved Matters" means those matters set out at Article 60,

"the seal" means the common seal of the Charity if it has one,

"secretary" means any person appointed to perform the duties of the secretary of the Charity,

"the United Kingdom" means Great Britain and Northern Ireland, and

words importing one gender shall include all genders, and the singular includes the plural and vice versa

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

Liability of Members

3

- (1) The liability of the members is limited
- (2) Every member of the charity promises, if the charity is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her or it towards the payment of the debts and liabilities of the charity incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves

Objects

4 The Charity's objects ("the Objects") are specifically restricted to the following -

- (1) To educate and inspire the public and all members of the Armed Forces as to the history and current activities of the Royal Naval Air Service and the Fleet Air Arm and their contribution to Defence and in particular but without prejudice to the generality of the foregoing -
 - (a) To maintain, develop and manage, for public benefit, a collection of aircraft, technical artefacts, related documents and general exhibits which relate to and record the history of British naval aviation. The collection thus created will be known as "The Fleet Air Arm Collection" and will be predominantly related to the Royal Naval Air Service and Fleet Air Arm, but will also comprise a small proportion of material which will help to place naval aviation into the general history of aviation and of the Naval Service
 - (b) To make the Fleet Air Arm Collection accessible to all members of the general public and the Naval Service through but not limited to physical and electronic displays, presentations and services so as to contribute to the education, enlightenment, enjoyment and inspiration of all users of the collection, and to enhance their understanding of naval, naval aviation and military history, the technologies of aviation, and their social contexts, and other matters relating to the defence of the realm, at every level
 - (c) To contribute specifically presentations and activities to promote the education of children and young people under the National Curriculum

(d)

- (i) To demonstrate to members of the Naval Service and Auxilliary Services related thereto an important aspect of the history of which they are now a part and in particular, the evolution and development of naval aviation, its history, deeds and traditions so as to kindle their interest to inspire them through the traditions of the Naval Service and to foster esprit de corps in aid of military efficiency and retention
- (ii) To make this history as referred to above in this Article available and accessible to members of other Services

(e) To provide an attractive history, display and collection which has a wide popular appeal to civilians in order to keep the Naval Service in the public eye and to act as a valuable recruiting aid to the Naval Service in general and to the Fleet Air Arm in particular and through the interpretation of the technology elements of the Fleet Air Arm Collection to those industries involved in defence and aerospace

- (2) Reference to the Royal Naval Air Service or the Fleet Air Arm includes any successor, branch or organisation or activity of the Naval Service in or in connection with or involving the naval aviation

Powers

5 The Charity has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power -

- (1) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- (3)
 - (a) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
 - (b) to comply with the ethical standards set by the Museums Association in respect of disposals of collections wherever possible but so that in the event of any discrepancy or inconsistency between such standards and these Articles the Articles shall have precedence
- (4) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,
- (5) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,

- (6) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects,
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- (9) to employ and remunerate such staff as are necessary for carrying out the work of the Charity The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 6 and provided it complies with the conditions in that clause,
- (10) to -
 - (a) deposit or invest funds,
 - (b) employ a professional fund-manager, and

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000,

- (11) (a) The Directors may appoint as the Investment Manager for the Charity a person who they are satisfied after enquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption Order 2001) The Directors may delegate to an Investment Manager so appointed at his discretion to buy and sell investments for the Charity in accordance with the investment policy laid down by the Directors from time to time

Provided that where the Directors make any such delegation they shall -

- (i) inform the Investment Manager in writing of the extent of the Charity's investment powers and the terms of the delegation,
- (ii) lay down a detailed investment policy for the Charity and immediately inform the Investment Manager in writing of it and of any changes to it,
- (iii) ensure that they are kept informed of and review on a regular basis, the performance of their investment portfolio managed by the Investment Manager and on the exercise by him of his delegated authority,
- (iv) take all reasonable care to ensure that the Investment Manager complies with the terms of the delegated authority, and
- (v) pay such reasonable and proper remuneration to the Investment Manager and agree such proper terms as to

notice and other matters as the Directors may decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the Investment Manager if and only to the extent that such commission fees and/or expenses are disclosed to the Directors

- (12) The Directors may -
 - (a) make such arrangements as they think fit for any investments of the Charity or income from those investments to be held by a corporate body as the Charity's nominee, and
 - (b) pay reasonable and proper remuneration to any corporate body acting as the Charity's nominee in pursuance of this Article
- (13) to provide indemnity insurance for the Directors in accordance with and subject to the conditions in Section 73F of the Charities Act 1993,
- (14) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity,

Application of Income and Property

Universal clauses

6

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects
- (2)
 - (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity
 - (b) A Director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with and subject to the conditions in Section 73F of the Charities Act 1993
 - (c) A Director may receive an indemnity from the Charity in the circumstances specified in Article 56
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity This does not prevent a member who is not also a Director receiving
 - (a) a benefit from the Charity in the capacity of a beneficiary of the Charity,
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity

Director's benefits

Provision of goods and services, employment, other remuneration/financial benefits - directors/connected persons

(4)(A) No director or connected person may

- (a) buy any goods or services from the charity on terms preferential to those applicable to members of the public,
- (b) sell goods, services, or any interest in land to the charity,
- (c) be employed by, or receive any remuneration from, the charity,
- (d) receive any other financial benefit from the charity,

unless

- (i) the payment is permitted by article 6(4)(B)(a), or
- (ii) the directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes

Scope and powers permitting directors'/connected persons' benefits

(4)(B) (a)

- (i) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity
- (ii) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993
- (iii) Subject to article 6(4)(C) a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person
- (iv) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors
- (v) A director or connected person may receive rent for premises let by the director or connected person to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion
- (vi) The directors may arrange for the purchase, out of the funds of the charity, of insurance designed to indemnify the directors in

accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993

- (vii) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public

Payment for supply of goods only - controls

(4)(C) The charity and its directors may only rely upon the authority provided by article 6(4)(b)(a)(iii) if each of the following conditions is satisfied

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between
- (i) the charity or its directors (as the case may be), and
- (ii) the director or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the charity
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question
- (c) The other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting
- (f) The reason for their decision is recorded by the directors in the minute book
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 6(4)(A)

(4)

- (a) In sub-clauses (2)-(4) of this article 6 "charity" shall include any company in which the charity
- holds more than 50% of the shares, or
 - controls more than 50% of the voting rights attached to the shares, or
 - has the right to appoint one or more directors to the Board of the company,

- (b) In sub-clause (4) of this article 6, sub-clause (2) of article 45 and sub-clause (2) of article 46 "connected person" means
- (i) a child, parent, grandchild, grandparent, brother or sister of the director,
 - (ii) the spouse or civil partner of the director or of any person falling within paragraph (i) above,
 - (iii) a person carrying on business in partnership with the director or with any person falling within paragraph (i) or (ii) above,
 - (iv) an institution which is controlled -
 - (i) by the director any connected person falling within paragraph (i), (ii), or (iii) above, or
 - (ii) by two or more persons falling within sub-paragraph (i), when taken together
 - (v) a body corporate in which -
 - (i) the director or any connected person falling within paragraphs (i) to (iii) has a substantial interest, or
 - (ii) two or more persons falling within sub-paragraph (i) who, when taken together, have a substantial interest
- (c) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause

Members

7

- (1) The subscribers to the memorandum are the first members of the Charity
- (2) Membership is open to other individuals or organisations who
 - (a) apply to the Charity in the form required by the Directors, and
 - (b) are approved by the Directors
- (3) Membership is not transferable
- (4) The directors must keep a register of names and addresses of the members

Classes of Membership

8

- (1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members
- (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership

- (3) The rights attached to a class of membership may only be varied if -
 - (a) three-quarters of the members of that class consent in writing to the variation, or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

Termination of Membership

9 Membership is terminated if

- (1) The member dies or, if it is an organisation, ceases to exist,
- (2) The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members,
- (3) Any sum due from the member to the Charity is not paid in full within six months of it falling due,
- (4) The member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
 - (a) The member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed,
 - (b) The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting

General Meetings

10

- (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings

11 The Directors may call a general meeting at any time, and set the agenda including resolutions to be proposed thereat

Notice of General Meetings

12

- (1) The minimum periods of notice required to hold an general meeting of the Charity are

- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution,
 - (b) fourteen clear days for all other general meetings
 - (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights
 - (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19
 - (4) The notice must be given to all the members and to the Directors or ex officio directors and the President and auditors
- 13 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

Proceedings at General Meetings

- 14
- (1) No business shall be transacted at any general meeting unless a quorum is present
 - (2) At a meeting where any resolution affecting a Reserved Matter is proposed, the quorum is
 - (a) Three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or
 - (b) One tenth of the total membership at the time,whichever is the greater
 - (3) At any meeting not falling within Article 14(2), the quorum is three members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting or one tenth of the total membership at the time, whichever is the greater
 - (4) The authorised representative of a member organisation shall be counted in the quorum
- 15
- (1) If
 - (a) a quorum is not present within half an hour from the time appointed for the meeting, or
 - (b) during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Directors shall determine

- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting

If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting

16

- (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting

17

- (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting

18

- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting, or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting, or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

except that, where a resolution affects a Reserved Matter, a poll will be deemed to have been demanded

- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded

- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded
- (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made
- (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded
- (5)
 - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
 - (c) The poll must be taken within thirty days after it has been demanded
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting

Content of Proxy Notices

19

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
 - (a) states the name and address of the member appointing the proxy,
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - (d) is delivered to the Charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

Delivery of Proxy Notices

19A

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

Written Resolutions

20

- (1) A resolution in writing of the members shall be effective provided that -
 - (a) a copy of the proposed resolution has been sent to every eligible member, and
 - (b) where the resolution does not affect a Reserved Matter, a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement
- (3) In the case of a member that is an organisation, its authorised representative may signify its agreement

Votes of Members

- 21 Subject to articles 8 and 20, every member whether an individual or an organisation which is a member of the Charity ("member organisation") shall have one vote
- 22 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 23
- (1) Any member organisation may nominate any person to act as its representative at any meeting of the Charity
 - (2) The member organisation must give written notice to the Charity of the name of its representative. The representative shall not be entitled to represent the member organisation at any meeting unless the notice has been given to the Charity pursuant to the Articles. The representative may continue to represent the member organisation until written notice to the contrary is received by the Charity from the member organisation
 - (3) Any notice given to the Charity by the member organisation will be conclusive evidence that the representative is entitled to represent the member organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the member organisation

Directors

- 24
- (1) A Director must be a natural person aged 18 years or older
 - (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 36
- 25 The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum
- 26 The first Directors shall be those persons notified to Companies House as the first Directors of the Charity
- 27
- (1) A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors
 - (2) The following shall (in so far as their appointments are permitted by law) be appointed as ex officio directors of the Charity, those individuals holding for the time being these specified posts, or such related or modified ones which the other directors see fit to accept as suitable alternatives
 - a The Commanding Officer, RNAS Yeovilton
 - b The Commanding Officer, RNAS Culdrose
 - c The Assistant Chief of Staff, Carrier Strike and Aviation (ACOS CSAV)
 - d The Director of Logistics (Rotary Wing), DLO, Ministry of Defence
 - e The Assistant Head of Joint Manoeuvre/ISTAR, DJC, Ministry of Defence

and in each case all shall be entitled to attend the meetings of Directors of the Charity and all shall have one vote each

Powers of Directors

28

- (1) The Directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution
- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

Retirement of Directors

29

At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire

30

- (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- (2) A Director may be re-elected but can serve no more than two consecutive periods of five years each unless the other remaining Directors consider that the Director in question has a major involvement in a project of the Charity which he or she alone can fulfil when the Director may be invited to stand for a further period of no more than two years
- (3) If a Director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting

Provided that Articles 29 and 30 shall not apply to those ex officio directors nominated under 27(2)(a), 27(2)(b), 27(2)(c), 27(2)(d) and 27(2)(e) the nominees shall be subject to the provisions of Article 29 and 30 but the organisation so nominating them shall be entitled to nominate an alternative representative as an ex officio director

Appointment of Directors

31

- (1) The Charity may by ordinary resolution -
- (a) appoint a person who is willing to act to be a Director, and
 - (b) determine the rotation in which any additional Directors are to retire

Provided that this Article 31 shall not apply to those ex officio directors nominated under Article 27(2)

32 No person other than a Director retiring by rotation shall be appointed or reappointed a Director at any general meeting unless

- (1) he or she is recommended for re-election by the Directors, or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that
 - (a) is signed by a member entitled to vote at the meeting,
 - (b) states the member's intention to propose the appointment of a person as a Director,
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House, and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed

33 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation

34

- (1) The Directors may appoint a person who is willing to act to be a Director
- (2) A Director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation

35 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors

Disqualification and Removal of Directors

36 A Director shall cease to hold office if he

- (1) ceases to be a Director by virtue of any provisions in the Companies Acts or as prohibited by law from being a director,
- (2) is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- (4) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect), or

- (5) is absent without the permission of the Directors from all of their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated,

Provided that if this Article 36 shall apply to any of the ex officio directors nominated under Articles 27(2)(a), 27(2)(b), 27(2)(c), 27(2)(d) and 27(2)(e) then the organisation entitled to nominate such ex officio Director shall be entitled to nominate an alternative ex officio Director

Remuneration of Directors

- 37 The Directors must not be paid any remuneration unless it is authorised by article 6

Proceedings of Directors

38

- (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any Director may call a meeting of the Directors
- (3) The secretary (if any) must call a meeting of the Directors if requested to do so by a director
- (4) Questions arising at a meeting shall be decided by a majority of votes
- (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote
- (6) A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants

39

- (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants
- (2) Subject to article 39(3) the quorum shall be two Directors or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number subject as set out above as may be decided from time to time by the Directors
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote

40

If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting

41

- (1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment

- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors

(A)

- (a) All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting
- (b) A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly
- (c) Such a meeting shall be deemed to take place where the largest group of those participating is assembled or if there is no such group where the Chairman is

42

- (1) A resolution in writing or in electronic form agreed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that

each Director has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement
- (3) The Directors must ensure that the Charity keeps a record in writing for at least 10 years from the date of the decision recorded of every decision taken by the Directors

Delegation

43

- (1) The Directors may delegate any of their powers or functions to a committee of three or more Directors but the terms of any delegation must be recorded in the minute book
- (2) The Directors shall impose conditions when delegating, including the conditions that
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate,
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors

- (3) The Directors may revoke or alter a delegation
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors

Declaration of Directors Interests

- 44 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest)

Conflicts of Interest

- 45
- (1) If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply -
 - (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
 - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting, and
 - (c) the unconflicted Directors consider it is in the interest of the Charity to authorise the conflict of interests in the circumstances applying
 - (2) In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person

Validity of Directors' Decisions

- 46
- (1) Subject to article 46(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director
 - (a) who was disqualified from holding office,
 - (b) who had previously retired or who had been obliged by the constitution to vacate office,
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without
- (d) the vote of that Director, and

(e) that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting

- (2) Article 46(1) does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 46(1), the resolution would have been void, or if the Director has not complied with Article 44

Seal

- 47 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director

Minutes

- 48 The Directors must keep minutes of all -

- (1) appointments of officers made by the Directors,
- (2) proceedings at meetings of the Charity,
- (3) meetings of the Directors and committees of Directors including -
 - (a) the names of the Directors present at the meeting,
 - (b) the decisions made at the meeting, and
 - (c) where appropriate the reasons for the decisions

Accounts

49

- (1) The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- (2) The Directors must keep accounting records as required by the Companies Acts

Annual Report and Return and Register of Charities

50

- (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to the
 - (a) transmission of the statements of account to the Charity,
 - (b) preparation of an Annual Report and its transmission to the Commission,

- (c) preparation of an Annual Return and its transmission to the Commission
- (2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities

Means of Communication to be Used

51

- (1) Subject to the Articles anything sent or supplied by or to the Charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity
- (2) Subject to the Articles any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being

52

Any notice to be given to or by any person pursuant to the Articles

- (1) must be in writing, and
- (2) may be given in electronic form

53

- (1) The Charity may give any notice to a member either
 - (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address, or
 - (c) by leaving it at the address of the member, or
 - (d) by giving it in electronic form to the member's address
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity

(A)

- (a) The Charity may send any notice, document or other information to members by making them available on the Charity's website provided that -
 - (i) each member has been asked individually by the Charity to agree to communication via the Charity's website (either generally or in relation to a specific notice, document or information),
 - (ii) the Charity's request states clearly that if the member fails to respond to the request within 28 days of the date on which the request is sent, he or she will be deemed to have given such consent, and

(iii) the Charity's request is not sent less than 12 months after a previous request made to the member in relation to a similar class of documents

(b) The Charity must notify each member who has agreed to receive communications through the Charity's website or the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information

(c) Any notice, document or information posted on the Charity's website must be in a form that the member can read and take a copy of. The notice, document or information must be available on the Charity's website for either 28 days from the date the notification was sent to the member or for such other period as may from time to time be specified in the Companies Act

54 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called

55

(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

(2) Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent in accordance with Section 1147 of the Companies Act 2006

(3) In accordance with Section 1147 of the Companies Act 2006, notice shall be deemed to be given

(a) 48 hours after the envelope containing it was posted, or

(b) in the case of an electronic communication, 48 hours after it was sent

Indemnity

56

(1) The Charity shall indemnify every Director against any liability incurred in successfully defending legal proceeding in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default or breach of duty or breach of trust in relation to the Charity

(2) In this article a "relevant director" means any director or former director of the Charity

56A The Charity may indemnify an auditor against any liability incurred by him or her or it

(1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted, or

(2) in connection with an application to Section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court

Rules

57

- (1) The Directors may from time to time make such reasonable and proper rules or by laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity
- (2) The by laws may regulate the following matters but are not restricted to them -
 - (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members,
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers,
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes,
 - (d) the procedure at general meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Act or the articles,
 - (e) generally, all such matters as are commonly the subject matter of company rules
- (3) The Charity in general meeting shall have power to alter, add to or repeal the rules or byelaws
- (4) The Directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Charity
- (5) The rules or byelaws shall be binding on all members of the Charity No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles

Dissolution

58

- (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways -
 - (a) directly for the Objects or any of them, or
 - (b) by transfer to any charity or charities for any purpose or purposes similar to the Objects, or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects

(2) Subject to any such resolution of the members of the Charity, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid or provision made for them shall on or before dissolution of the Charity be applied or transferred

(a) directly for the Objects or any of them, or

(b) by transfer to any charity or charities for any purpose or purposes similar to the Objects, or

(c) to any charity or charities for use for particular purposes that fall within the Objects

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 58(1) or (2) is passed by the members or the directors respectively the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission

59 The Directors may from time to time appoint a person who has distinguished himself or herself in the Fleet Air Arm of the Royal Navy or in some other public office to be President of the Charity upon such terms as the Directors may think fit provided that such person will be entitled to attend both meetings of the Charity and meetings of the Directors of the Charity but will not be a member of the Charity or a Director and will not be entitled to vote on any matter appertaining to the Charity

60 The following matters are Reserved Matters

(1) the amendment or replacement of the articles of association of the Charity from time to time,

(2) the alteration or variation of any membership rights in accordance with Article 8,

(3) the appointment of any director (other than ex officio directors appointed in accordance with Article 27(2),

(4) the removal of a director by ordinary resolution,

(5) the passing of a resolution to wind up the Charity or to apply or transfer its net assets in connection with the dissolution of the Charity (whether in accordance with Article 58 or otherwise),

(6) the sale, transfer, lease, assignment or other disposal of a material part of the undertaking, property and/or assets of the Charity, or the entry into a contract to do so,

(7) the change of name of the Charity

Signatures, Names and Addresses of Subscribers

Signature

Rear Admiral Terence Loughran CBI

Fleet Air Arm Museum

RNAS Yeovilton

Ilchester

Somerset

BA22 8HT



Signature

Simon Face

Fleet Air Arm Museum

RNAS Yeovilton

Ilchester

Somerset

BA22 8HT



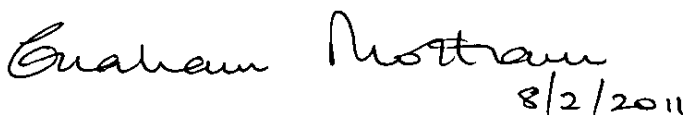
Dated.

8th February 2011

Witness to the above Signatures

Name:

Graham Mottram



Address:

Fleet Air Arm Museum

RNAS Yeovilton

Ilchester

Somerset

BA22 8HT

Occupation:

Curator

A witness must be someone who is not related to any of the signatories but who is acquainted with them. The witness must be over 18.