



**FILE COPY**

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

Company Number **10695650**

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

**LASHAM VINTAGE GLIDING CLUB 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 and Wales

Given at Companies House on **28th March 2017**



**\*N10695650J\***



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

IN01

Application to register a company



Companies House

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 register  
a limited liability partnership. To do  
this, please use form LL IN01.  
Do not use this form if any individual  
with significant control is a  
director or has applied for protection  
having their details disclosed to the  
public register. Contact enquiries at  
companieshouse.gov.uk to use a  
separate form.

For further information, please  
refer to our guidance at  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



A16

\*A62P1501\*

21/03/2017

#169

COMPANIES HOUSE

**Part 1 Company details**

**A1**

**Company name**

Check if a company name is available by using our name availability search:

[www.companieshouse.gov.uk/info](http://www.companieshouse.gov.uk/info)

Please show the proposed company name below.

Proposed company  
name in full ①

Lasham Vintage Gliding Club Limited

For official use

10695650

→ **Filling in this form**

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

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 on this is available in  
our guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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 our  
guidance at:  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**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 or private  
companies that are charities are  
eligible to apply for this. For more  
details, please go to our website  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

# IN01

## Application to register a company

**A4**

### Company type<sup>1</sup>

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

#### <sup>1</sup> Company type

If you are unsure of your company's type, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A5**

### Principal business activity

Please show the trade classification code number(s) for the principal activity or activities <sup>2</sup>

Classification code 1	9	3	1	2	0
Classification code 2	9	3	2	9	0
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description


#### <sup>2</sup> Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section

A full list of the trade classification codes is available on our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

**A6**

### Situation of registered office <sup>3</sup>

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

#### <sup>3</sup> 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

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## Application to register a company

**A7****Registered office address ①**

	Please give the registered office address of your company
Building name/number	Lasham Vintage Gliding Club
Street	Lasham Airfield, The Avenue
Post town	Alton
County/Region	Hampshire
Postcode	G U 3 4 5 S S

**① Registered office address**

You must ensure that the address shown in this section is consistent with the situation indicated in section A6

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

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

**A8****Articles of association ②**

	Please choose one option only and tick one box only
Option 1	<p>I wish to adopt one of the following model articles in its entirety. Please tick only one box</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 2	<p>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</p> <p><input type="checkbox"/> Private limited by shares</p> <p><input type="checkbox"/> Private limited by guarantee</p> <p><input type="checkbox"/> Public company</p>
Option 3	<p><input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.</p>

**②** For details of which company type can adopt which model articles, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

**A9****Restricted company articles ③**

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



**③ Restricted company articles**  
Restricted company articles are those containing provision for entrenchment. For more details, please go to our website [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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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-C4.

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

#### ① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 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 (including maiden or married names) which have been used for business purposes in the last 20 years.

#### 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

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## Application to register a company

### Corporate secretary

<b>C1</b>	<b>Corporate secretary appointments <sup>①</sup></b>	<p><b>① Additional appointments</b> If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page</p> <p><b>Registered or principal address</b> 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</p>
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	<div style="display: flex; justify-content: space-between;"> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> <div style="border: 1px solid black; width: 20px; height: 20px;"></div> </div>	
Country		
<b>C2</b>	<b>Location of the registry of the corporate body or firm</b>	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete <b>Section C3 only</b> → No Complete <b>Section C4 only</b>		
<b>C3</b>	<b>EEA companies <sup>②</sup></b>	<p><b>② EEA</b> A full list of countries of the EEA can be found in our guidance <a href="http://www.gov.uk/companieshouse">www.gov.uk/companieshouse</a></p> <p><b>③</b> This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)</p>
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 <sup>③</sup>		
Registration number		
<b>C4</b>	<b>Non-EEA companies</b>	<p><b>④ Non-EEA</b> 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</p>
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 <sup>④</sup>		
Registration number		

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Application to register a company

## Director

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4	
Title*	Mr	
Full forename(s)	Francis Glyn	
Surname	Bradney	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	England	
Nationality	British	
Month/year of birth <sup>④</sup>	<div>X</div> <div>X</div> <div>0</div> <div>3</div> <div>1</div> <div>9</div> <div>4</div> <div>6</div>	
Business occupation (if any) <sup>⑤</sup>	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 (including maiden or married names) which have been used for business purposes in the last 20 years

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4

**④ Month and year of birth**  
Please provide month and year only

**⑤ 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

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Lasham Vintage Gliding Club	
Street	Lasham Airfield,	
	The Avenue	
Post town	Alton	
County/Region	Hampshire	
Postcode	<div>G</div> <div>U</div> <div>3</div> <div>4</div> <div>5</div> <div>S</div> <div>S</div> <div></div>	
Country	England	

**⑥ 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

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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-E4.

Title*	Mrs
Full forename(s)	Maureen
Surname	Pullen
Former name(s) ②	Carter
Country/State of residence ③	England
Nationality	British
Month/year of birth ④	X X '03 '19 '5 '8
Business occupation (if any) ⑤	Civil Servant

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**

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

**④ Month and year of birth**

Please provide month and year only.

**⑤ 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 ⑥**

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

Building name/number	Lasham Vintage Club
Street	Lasham Airfield The Avenue
Post town	Alton
County/Region	Hampshire
Postcode	G U 3 4 5 S S
Country	England

**⑥ 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.



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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 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 ③

Registration number

**② EEA**A full list of countries of the EEA can be found in our guidance.  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**③** 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 ④If applicable, the  
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

IN01 - continuation page  
Application to register a company

**Director**

<b>D1</b>	<b>Director appointments <sup>①</sup></b>	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Mr	
Full forename(s)	John	
Surname	Herring	
Former name(s) <sup>②</sup>		
Country/State of residence <sup>③</sup>	England	
Nationality	British	
Month/year of birth <sup>④</sup>	X X    m0 m8    y1 y9 y4 y0	
Business occupation (if any) <sup>⑤</sup>	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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address <sup>⑥</sup></b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Lasham Vintage Gliding Club	
Street	Lasham Airfield	
	The Avenue	
Post town	Alton	
County/Region	Hampshire	
Postcode	G U 3 4 5 S S	
Country	England	

**⑥ 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.

# IN01 - continuation page

Application to register a company

## Director

<b>D1</b>	<b>Director appointments ①</b>	
	Please use this section to list all the director appointments taken on formation For a corporate director, complete Sections E1-E4.	
Title*	Mr	
Full forename(s)	Paul	
Surname	Haliday	
Former name(s) ②		
Country/State of residence ③	England	
Nationality	British	
Month/year of birth ④	<div>X X</div> <div>m0 m4</div> <div>y1 y9 y6 y9</div>	
Business occupation (if any) ⑤		

**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 (including maiden or married names) which have been used for business purposes in the last 20 years.

**③ Country/State of residence**  
This is in respect of your usual residential address as stated in section D4.

**④ Month and year of birth**  
Please provide month and year only.

**⑤ Business occupation**  
If you have a business occupation, please enter here. If you do not, please leave blank.

<b>D2</b>	<b>Director's service address ⑥</b>	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	Lasham Vintage Gliding Club	
Street	Lasham Airfield	
	The Avenue	
Post town	Alton	
County/Region	Hampshire	
Postcode	G U 3 4 5 S S	
Country	England	

**⑥ 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.

**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****Statement of capital**

Complete the table(s) below to show the share capital.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium	
<b>Currency table A</b>					
Totals					
<b>Currency table B</b>					
Totals					
<b>Currency table C</b>					
Totals					
Totals (including continuation pages)			Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately  
For example: £100 + €100 + \$10 etc.

**F2****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 **Section F1**

Class of share

Prescribed particulars

①

**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

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

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

**F3**

### 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) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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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 People with significant control (PSC).

**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

**4 Class of members**

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register

**Continuation pages**

Please use a 'Subscribers' continuation page if necessary.

**Subscriber's details**

Forename(s) 1	Francis Glyn
Surname 1	Bradney
Address 2	11, The Vaughans
	Alton
Postcode	G U 3 4 2 S Q
Amount guaranteed 3	£1
Class of member (if applicable) 4	

**Subscriber's details**

Forename(s) 1	Maureen
Surname 1	Pullen
Address 2	Abbots Wood
	Petersfield Road, Ropley
Postcode	S O 2 4 0 E J
Amount guaranteed 3	£1
Class of member (if applicable) 4	



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## Application to register a company

Subscriber's details	
Forename(s) ❶	John
Surname ❶	Herring
Address ❷	16, Wincanton Close Alton
Postcode	G U 3 4 2 T Q
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Paul
Surname ❶	Haliday
Address ❷	13, Sycamore, Close, Woodley Reading
Postcode	R G 5 3 R Y
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Gary
Surname ❶	Pullen
Address ❷	Abbots Wood, Petersfield Road, Ropley
Postcode	S O 2 4 0 E J
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	
Class of member (if applicable) ❹	

## ❶ Name

Please use capital letters.

## ❷ Address

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

## ❸ Amount guaranteed

Any valid currency is permitted.

## ❹ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

## Continuation pages

Please use a 'Subscribers' continuation page if necessary.

**Part 5****People with significant control (PSC)**

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register**

**H1****Statement of initial significant control<sup>1</sup>**

- ☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company

**<sup>1</sup> Statement of initial significant control**  
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

**H2****Statement of no PSC**

(Please tick the statement below if appropriate )

- ☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

## Individual PSC

**H3**

## Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

Title\*

Full forename(s)

Surname

Country/State of residence<sup>①</sup>

Nationality

Month/year of birth<sup>②</sup>

X X

m m

y y y y

**① Country/State of residence**  
This is in respect of the usual residential address as stated in section H6.

**② Month and year of birth**  
Please provide month and year only

**H4**Individual's service address<sup>①</sup>

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

Building name/number

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 the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record

IN01

Application to register a company

H7

### Nature of control for an individual<sup>1</sup>

Please indicate how the individual is a person with significant control over the company

<sup>1</sup> Tick each that apply.

#### Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

H8

### Nature of control by a firm over which the individual has significant control<sup>1</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

<sup>1</sup> Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

H9

**Nature of control by a trust over which the individual has significant control <sup>o</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

**<sup>o</sup> Tick each that apply.**

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

## Relevant legal entity (RLE)

11 RLE details <sup>①</sup>	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**① Registered or principal office address**  
This is the address that will appear on the public record.

12 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	
Governing law	
If applicable, register in which RLE is entered <sup>①</sup>	
Country/State <sup>①</sup>	
Registration number <sup>①</sup>	

**① Registration number**  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register

13

**Nature of control for the RLE <sup>①</sup>**

Please indicate how the RLE has significant control over the company

**① Tick each that apply.****Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of voting rights**

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

**Ownership of right to appoint/remove directors**

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

**Significant influence or control (only tick if none of the above apply)**

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

**Nature of control by a firm over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

**① Tick each that apply**

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☒ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

**Nature of control by a trust over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

<sup>①</sup> Tick each that apply.



IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

#### Nature of control <sup>①</sup>

Please show how the ORP has significant control over the company

① Tick each that apply

##### Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

##### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

##### Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

##### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company

J5

#### Nature of control by a firm over which the ORP has significant control <sup>①</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

**Nature of control by a trust over which the ORP has significant control <sup>①</sup>**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and.

**①** Tick each that apply.

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one).

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

IN01

Application to register a company

## Part 6 Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act.

### K1 Election to keep secretaries' register information on the public register <sup>①</sup>

☐ All subscribers elect to keep secretaries' register information on the public register

<sup>①</sup> only applies if the proposed company will have a secretary

### K2 Election to keep directors' register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record <sup>②</sup>

☐ All subscribers elect to keep directors' register information on the public register

<sup>②</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

### K3 Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will not be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register

### K4 Election to keep members' register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable)

### K5 Election to keep PSC register information on the public register

**IMPORTANT:**

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record <sup>③</sup>

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person <sup>④</sup> within the notice period before making the election

<sup>③</sup> If the subscribers don't make this election, only the month and year of birth will be available on the public record

**<sup>④</sup> Eligible person**

An eligible person is a person whose details would have to be entered in the company's PSC register

## Application to register a company

L1	Consent statement
----	-------------------

☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

## M1 Particulars of an individual PSC <sup>①</sup>

☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

## Part 9 Statement of compliance

→ Yes Go to Section N2 (Statement of compliance delivered by an agent).

**X**

06/16 Version 7.0

# IN01 - continuation page

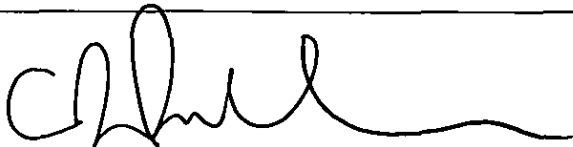
Application to register a company

**N1**

## Statement of compliance delivered by the subscribers <sup>1</sup>

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

**<sup>1</sup> 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
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber'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 A7)  
☐ At the agents address (Given in Section N2)



### 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 LLP and Business (Names and Trading Disclosures) Regulations 2015, 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 Memorandum of Association
- ☐ 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. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.



### How to pay

A fee is payable on this form.

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)



### 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,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N.R. Belfast 1

**Section 243 or 790ZF exemption**

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:

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



### Further information


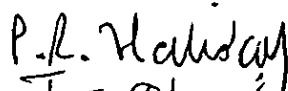
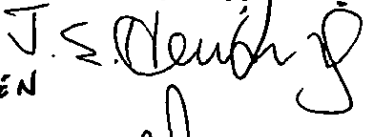

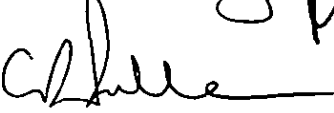
For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

## COMPANY NOT HAVING A SHARE CAPITAL

### Memorandum of association of The Lasham Vintage Gliding Club 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.

<u>Name of each subscriber</u>	<u>Authentication by each subscriber</u>
Francis Glyn Bradney	
Paul Haliday	
John Herring	
MAUREEN PULLEN	
GARY PULLEN	

Dated 24<sup>th</sup> NOVEMBER 2016



# Articles of Association of the Lasham Vintage Gliding Club Ltd

being a co-operative company limited by guarantee

## General

- 1 Defined terms
- 2 Purpose and application of income and property
- 3 Profit of the co-operative
- 4 Dissolution
- 5 Liability of members
- Directors**
- 6 Directors' general authority
- 7 Members' reserve power
- 8 Directors may delegate
- 9 Committees
- 10 Directors' decisions
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- 13 Quorum for directors' meetings
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- 21 Accounts
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- 27 Attendance and speaking at general meetings
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- Annexe A Statement on the Co-operative Identity

## Defined terms

1. In the articles, unless the context requires otherwise

**"The act"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

**"articles"** means the company's articles of association,

**"bankruptcy"** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

**"the board of directors"** or **"board"** means all those persons appointed or delegated to perform the duties of directors of the co-operative;

**"Companies Acts"** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

**"consensus"** means a decision made to which all parties explicitly agree to being implemented

**"the co-operative"** means the above named company;

**"The Co-operative Principles"** means the principles as defined from time to time by the International Co-operative Alliance and contained in their Statement of Co-operative Identity. These are reproduced in Annexe A,

**"The Co-operative Values"** means the values as defined from time to time by the International Co-operative Alliance and contained in their Statement of Co-operative Identity. These are reproduced in Annexe A;

**"director"** means a director of the co-operative;

**"facilitator"** has the meaning given in article 14 and article 30 respectively;

**"member"** has the meaning given in section 112 of the Companies Act 2006;

**"ordinary resolution"** has the meaning given in section 281 of the Companies Act 2006.

**"participate"**, in relation to a directors' meeting, has the meaning given in article 12,

**"proxy notice"** has the meaning given in article 35,

**"special resolution"** is a resolution passed at a meeting or as a written resolution and the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and requires a 75% majority of those members present and eligible to vote. In any vote on a special resolution each member shall have one vote

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the co-operative.

## **Purpose of the co-operative and application of income and property of the co-operative**

2. (1) The objects for which the co-operative is established are

- |   |
|---|
| <ul style="list-style-type: none"><li>(a) To support the preservation and maintenance of such vintage gliders that belong to members of the Lasham Vintage Gliding Club.</li><li>(b) To establish a social forum where Lasham Vintage gliding members and their guests can enjoy, utilise and support the social facilities provided by the Lasham Vintage Gliding Club.</li><li>(c) To allow all members to have the use of the facilities subject to them agreeing to work and act on their own recognisance.</li></ul> |
|---|
- (d) To abide by and implement the co-operative values and the co-operative principles, support and encourage the growth of the co-operative movement; promote the co-operative principles, enterprises and activities. To encourage equality and democratic control over the workshop and clubhouse.
  - (e) To advance the education of its members in co-operative principles and practice, and to promote the physical, emotional and mental well-being of members of the co-operative
  - (f) To have regard to promoting the physical emotional and mental well-being of the community generally, including those persons who, may be affected by the co-operative's activities
  - (g) To carry on any activities whatever which can in the opinion of the directors of the co-operative be advantageously carried on in connection with or ancillary to any of the objects and activities of the co-operative.
  - (h) To do all such other activities, enterprises, projects or ventures which can, in the opinion of the directors of the co-operative, be deemed incidental or conducive (either directly or indirectly) to the attainment of the objects of the co-operative or any of them

(2) *The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative as set out herein and no portion shall be paid or transferred directly or indirectly to the members of the co-operative except by way of payment in good faith to any member of the co-operative in return for services actually rendered to the co-operative, repayments of expenses, or reasonable rent on premises demised or let to the co-operative.*

(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

## **Profit of the co-operative**

3. (1) The profit of the co-op shall be applied as follows, in such proportion and in such manner as the *General Meeting shall decide from time to time*

- (a) To a general reserve for the continuation and development of the co-operative;
- (b) To make payments for social, co-operative, community or charitable objects.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

## **Dissolution**

4. (1) In the event of wind up or dissolution of the co-operative the liquidator shall, according to the law, use the assets of the co-operative to satisfy its debts and liabilities. Any balance of assets remaining must not be distributed among the members of the co-operative but shall be transferred by the liquidator to one or several of the following:

- (a) A charity or charities having aims similar or compatible to those of the co-operative in such a manner as the members decide at or before the time of winding up or dissolution.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

## **Liability of members**

5. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the co-operative in the event of its being wound up while she or he is a member or within one year after she or he ceases to be a member, for:

- (a) payment of the co-operative's debts and liabilities contracted before she or he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

## **Directors' general authority**

6. Subject to the articles, the directors are responsible for the management of the co-operative's business, for which purpose they may exercise all the powers of the co-operative.

## **Members' reserve power**

7. (1) The members may, by special resolution at a general meeting direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

(3) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

## **Directors may delegate**

8. (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

- (a) to such person or committee,
- (b) by such means (including by power of attorney),
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **Committees**

9. (1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **Directors' decisions**

10. (1) The general rule about decision making by directors is that any decision of the directors must be either a majority decision at a meeting with each director having one vote each or a decision taken unanimously according to section (3) in this article.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) A decision of the directors is taken unanimously when all eligible directors indicate to each other by any means that they share a common view on a matter

## **Calling a directors' meeting**

11. (1) Any director may call a directors' meeting by giving notice of the meeting to the directors.

(2) Notice of any directors' meeting must indicate:

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the co-operative not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

## **Participation in directors' meetings**

12. (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for directors' meetings**

13. (1) At a directors' meeting, unless a quorum is participating, no proposal is to be decided on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 50% of the directors or two, whichever is greater.
- (3) If the total number of directors for the time being is less than the two, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors.

### **Facilitation of directors' meetings**

14. (1) The directors may appoint a member to facilitate their meetings
- (2) The person so appointed for the time being is known as the facilitator.
- (3) The directors may terminate the facilitator's appointment at any time.
- (4) If the facilitator is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors may appoint one of themselves to facilitate it.

### **Conflicts of interest**

15. (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the co-operative in which a director is interested, that director is not to be counted as participating in that part of the meeting for quorum or decision making purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the co-operative is to be counted as participating in the decision making process for quorum and decision making purposes.
- (3) This paragraph applies when
- (a) the board decides to disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision making process,
  - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the director's conflict of interest arises from a permitted cause
- (4) For the purposes of this article, the following are permitted causes
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the co-operative or any of its subsidiaries,
  - (b) subscription, or an agreement to subscribe, for securities of the co-operative or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the co-operative or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this article, references to proposed decisions and decision making processes include any directors' meeting or part of a directors' meeting.

(6) If a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for decision making or quorum purposes, the question may, before the conclusion of the meeting, be decided upon by the board

## **Directors' discretion to make further rules**

16. Subject to the articles, the co-operative in general meeting or the board of directors may make any rule which abides by the objectives of the co-operative about the running of the co-operative

## **Methods of appointing directors**

17. (1) Only Members of the co-operative who are permitted by law to do so may be appointed to be a director. Directors shall be appointed by decision of a general meeting of members of the co-operative.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

## **Termination of director's appointment**

18. A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (c) a registered medical practitioner who is treating that person gives a written opinion to the co-operative stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (d) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (e) notification is received by the co-operative from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (f) that person ceases to be a member of the co-operative;
- (g) that person is removed from office by an ordinary resolution of the co-operative in general meeting in accordance with these articles and the Companies Acts.

## **Directors' expenses**

20. The co-operative may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the co-operative, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the co-operative.

## **Accounts**

21. (1) The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view

(2) The Directors must keep accounting records as required by the Act.

(3) Accounts shall always be open to the inspection of all members and other persons authorised by the co-operative in a general meeting.

## **Membership**

22. (1) Only those who have paid a full subscription to the co-operative for the social use of the clubhouse and use of the workshop or the partial subscription for the social use of the clubhouse of the co-operative may be members,

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members

23. (1) Members agree to take an active interest in the running of the co-operative, including but not limited to attendance at general meetings.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

24. (1) A person ceases to be a member as soon as:

- (a) the member no longer pays the full or partial subscription to the co-operative, or
- (b) notification is received by the co-operative from the member that the member is resigning; or
- (c) subject to any disciplinary procedure adopted by the co-operative that person's membership is terminated by a resolution of the co-operative in general meeting provided that the concerned member shall be given not less than twenty-eight days notice of the date, time and place of the meeting and the alleged conduct notifying the member of his/her or its rights to attend the meeting and to make representations to it, or
- (d) that person dies.

(2) This article is entrenched in accordance with section 22 of the Act and any alteration to the article requires the approval of 100% of the members.

## **General Meetings**

25. (1) In the case that not all members are directors of the co-operative, there shall be held at least 2 general meetings annually

(2) Members in general meeting may require directors to prepare and present to the members such regular financial reports, results and cash flow predictions showing the current financial position of the co-operative.

(3) Members in general meeting may require directors to prepare and present to the members such accounts of the co-operatives activities as to measure the social, co-operative, environmental and ethical impact of the co-operative's activities

(4) All members in general meeting shall have the opportunity to review the management of the business and the general meeting shall ensure that the co-operative is functioning in accordance with the co-operative values and principles.

## **Calling a general meeting**

26. (1) The board of directors may call a general meeting

(2) The members may require the directors to call a general meeting of the co-operative. The directors are required to call a general meeting once the co-operative has received requests to do so from at least 10% of members.

(3) A request for a general meeting from at least 10% of members may specify

- (a) its date and time, and
- (b) where it is to take place.

## **Attendance and speaking at general meetings**

27. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to participate in decision making at a general meeting when
- (a) that person is able to participate in decision making during the meeting on resolutions raised at the meeting, and
  - (b) that person's participation in the decision making process can be taken into account in determining whether or not such resolutions are passed at the same time as the decision is being made by all the other persons attending the meeting.
- (3) The co-operative in general meeting may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or participate in the decision making at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and participate in decision making at that meeting, they are (or would be) able to exercise them.

## **Quorum for general meetings**

28. (1) No business is to be transacted at a general meeting if the persons attending it, or represented by proxy, do not constitute a quorum.
- (2) The quorum for general meetings may be fixed from time to time by a decision of the co-operative in general meeting, but it must never be less than 50% of the members or three members, whichever is greater. If at the time of a general meeting the co-operative has less than three members then the quorum shall be all members.

## **Facilitating general meetings**

29. (1) The meeting must appoint a member to facilitate the meeting, and the appointment of the facilitator of the meeting must be the first business of the meeting.
- (2) The person facilitating a meeting in accordance with this article is referred to as "the facilitator of the meeting".

## **Attendance and speaking by directors and non-members**

30. (1) The co-operative in general meeting may permit other persons who are not members of the co-operative to attend and speak at a general meeting.

## **Adjournment**

31. (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the facilitator of the meeting must adjourn it.



- (2) The facilitator of the meeting may adjourn a general meeting at which a quorum is present if
  - (a) the meeting consents to an adjournment, or
  - (b) it appears to the facilitator of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The facilitator of the meeting must adjourn a general meeting if directed to do so by the meeting
- (4) When adjourning a general meeting, the facilitator of the meeting must
  - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the co-operative must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
  - (a) to the same persons to whom notice of the co-operative's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## **Decisions at general meetings**

### **Voting at general meetings**

- 32. (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) Every member shall have one vote.
- (3) Any resolution passed at a meeting is passed by a majority of not less than 75%

### **Poll votes**

- 33. (1) A poll on a resolution may be demanded at a general meeting, either before or immediately after a decision has been confirmed by the facilitator
- (2) As required by the Acts, a poll may be demanded by
  - (a) five or more members, or
  - (b) ten percent of the membership
- (3) A demand for a poll may be withdrawn if the poll has not yet been taken.
- (4) Polls must be taken at such a time in that same meeting and in such manner as the facilitator of the meeting directs.
- (5) In the case of a poll being taken each member shall have one vote

### **Content of proxy notices**

- 34. (1) A member who is absent from a general meeting may appoint any member to act as their proxy. No member however may act as proxy for more than three members at any one time in any general meeting.

- (2) 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 co-operative in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The co-operative 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 represent their views or in the case of a poll 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 in any poll 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**

35. (1) A member who is entitled to participate in any decision 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 co-operative by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the co-operative 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 signed 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 appointer’s behalf.

## **Means of communication to be used**

36. (1) Subject to the articles, anything sent or supplied by or to the co-operative 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 co-operative.
- (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
- (3) A director may agree with the co-operative that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

## **Annexe A (being a part of the Articles of Association of the Lasham Vintage Gliding Club Ltd)**

### **Statement on the Co-operative Identity**

#### **Definition**

A co-operative is an autonomous association of persons united voluntarily to meet their common social, and cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise.

#### **Values**

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others

#### **Principles**

The co-operative principles are guidelines by which co-operatives put their values into practice.

##### **1st Principle: Voluntary and Open Membership**

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination

##### **2nd Principle: Democratic Member Control**

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other levels are also organised in a democratic manner

##### **3rd Principle: Member Economic Participation**

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. Members allocate surpluses for any or all of the following purposes: developing their co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their activities with the co-operative; and supporting other activities

##### **Principle: Autonomy and Independence**

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy

##### **5th Principle: Education, Training and Information**

Co-operatives provide education and training for their members and elected representatives so they can contribute effectively to the development of their co-operatives. They inform the general public - particularly young people and opinion leaders - about the nature and benefits of co-operation approved by the membership

##### **6th Principle: Co-operation among Co-operatives**

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

# Secondary Rules of the Vintage Gliding Club Ltd

## General

1) These secondary rules are intended to complement and clarify the Articles of Association of our co-operative. They are agreed by general meeting of the co-operative and may be changed at any time by a general meeting of the co-operative.

## Membership

2) Our Articles allow for a condition of membership to be made on the payment of the full or partial subscription. The rates for these subscriptions will be reviewed and when necessary set at a general meeting.

## Workshop Rules

To be inserted

## Social Rules

Members are responsible for the maintenance and upkeep of the social facilities. This will be expected where tasks are identified and the social director has either set out a timetable for these tasks to be undertaken and completed or makes specific requests at social events or meetings.

Members and guests are expected to act considerately to each other.

Members may invite guests to enjoy the social facilities. Members must escort their guests between the main entrances of the Gliding Club to the Vintage Clubhouse (unless that guest is also a member of the Gliding club) at all times in accordance with the terms of the lease.

All members will have regard to existing Health and Safety regulations while using the Clubhouse and when preparing or cooking food to be served on the premises

In compliance with the lease and practises used by Lasham Gliding Club, when food is being prepared or served no dogs shall be allowed in the kitchen or main clubhouse room when it is being used as a dining room.

Where a member invites guests to join them for meals cooked by other members or guests, those guests do so subject to their acceptance of the conditions of the clubhouse facilities.

To show their acceptance, all guests will be required to sign in the visitor's book, which will be on public display in the clubhouse.

## Policies and Procedures

3) The co-operative shall have the following policies and procedures:

- Grievance procedure
- Disciplinary procedure
- Equality Policy
- Ethical Policy

# V.G.C. Workshop Best Practice

All users of workshop equipment must ensure that operation of said equipment is carried out in a safe and competent manner.

This requires that all users (of the workshop) are responsible for ensuring their own Health and Safety and should not operate any Machinery or equipment they are not qualified so to do.

Equipment	Hazards	Solutions	Conclusions	Action by whom?	Action by when?	Done
Slips and trips	Spilt Liquids on floor, Trailing cables/air lines, passageway obstructions with particular regard to exits	Keeping passageways clear, removing spillages, ensuring unobstructed exits	Better housekeeping is needed in all areas Cleaning and clearing benches and equipment Emptying bins At present this done by a minority of users, it is every users responsibility	All workshop users		
Lathe	Injuries due to entrapment of clothing, eye and other injuries caused by swarf	Loose clothing and jewellery to be made secure, and appropriate safety equipment to be worn	Users responsibility to ensure safe and correct usage of equipment	As above		
Drills	As above	As above	As above	As above		
Grinders	As above	As above	As above	As above		
Sheet Metal Folder	Injuries caused by hand entrapment and cuts due to handling sheet metal without wearing work gloves	As above	As above	As above		
Sheet Metal Guillotine	As above	As above	As above	As above		
All Air Tools	Incorrect fitting of Air line	Compressed Air can potentially cause serious injuries if miss-used	As above	As above		
Welding	Burns, Arc Eye	Use Welding Screen and Welding Gloves Give warning to others when starting welding to avoid causing Arc Eye	As above	As above		
Hot Working in general (welding, soldering & grinding)	Potential fire risks	Ensure work area free from flammable materials (Thinners, Aerosols, Paints, Paper, Cloth etc)	As above	As above		

- All workshop users are required to highlight any hazards and also to record any accident in the 'Accident Record Book'

## Meetings

- 4) The quorum required for a directors' meeting shall be 3 directors or 50% of the directors, whichever is greater. (Article 13(2))
- 5) The quorum required for a general meeting shall be 3 members or 50% of the membership, whichever is greater (Article 28(2))

## Consensus

- 6) This co-op is committed to making decisions which every member can support. Consensus is reached if every member present are in agreement on an issue, or when not in agreement agree not to maintain an objection.
- 7) In order to use consensus members recognise that:
- They share a common goal for the co-operative
  - They are committed to reaching consensus.
  - They will actively work towards building trust between members, and being honest and open with each other.