



A48

AGCCM85D

0562

COMPANIES HOUSE

08/02/02

THE COMPANIES ACTS 1985 TO 1989
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1168065

ARTICLES OF ASSOCIATION OF THE

BRITISH AEROBATIC ASSOCIATION LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context: -

WORDS	MEANINGS
The Act	The Company Acts of 1985 and 1989.
These presents	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Committee	The Executive Committee of the Management for the time being of the Association such expression shall where the context so admits also mean the Board of Directors.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Member	Shall include all classes of membership referred to in Clause 6 hereof.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members shall not exceed 1000 unless the Association shall, at a General Meeting agree, to increase (or decrease) such number.
3. Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association. Any invitation to the public to subscribe for debentures of the Association is prohibited.
5. The members of the Association at the date of the adoption of these Articles and such other persons as the Committee shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

MEMBERSHIP

6. (A) Membership of the Association shall comprise Full members, Corporate members, Associate members and Honorary members.
- (B) Full membership shall be open to: -
 - (i) Any licensed pilot who can demonstrate his ability to fly aerobatics to a standard which shall be determined from time to time by the Committee and published accordingly.
 - (ii) Any pilot who holds a certificate issued by the British Gliding Association or other body or organisation that the British Aerobatic Association shall from time to time recognise for such purpose subject to such pilot satisfying the criteria as to competence contained in 6(B)(i) above.
- (C) Corporate Membership shall be open to any company incorporated in the United Kingdom.
- (D) Associate Membership shall be open to any person who does not fulfil the requirements of any of the above categories of membership or who does not wish to take Full membership.
- (E) The Committee shall in its absolute discretion, subject to Clause 7 hereof, have power to elect Honorary Members. Such Honorary Members shall not exceed twenty in number.

ELECTION AND EXPULSION OF MEMBERS

7. (A) Every application for membership shall be in the form set out below and shall be accompanied by such information concerning the applicant as the Committee may require and each applicant shall give an undertaking that

if elected the applicant will conform with the Association's regulations, including these presents, from time to time in force. Such applications shall be considered by the Committee member responsible for the membership secretary function and he shall decide upon the membership (including renewal of subscription) or otherwise of any applicant always reserving to the Committee the power to override the Membership Secretary's decision at a Committee Meeting and the Committee shall decide the issue by a simple majority vote, the election, renewal of subscription or otherwise.

FORM OF APPLICATION

To the BRITISH AEROBATIC ASSOCIATION.

I/WE, the undersigned, apply for membership of the British Aerobic Association as a FULL/ASSOCIATE/CORPORATE member (delete as appropriate) and I/We agree hereby to abide by the Articles, Memorandum and Rules of the Association. I/We declare that I/We fulfil the eligibility requirements of the Articles and Rules of the Association for the class of membership for which this application is made. I/We further agree that in the event of the Association (a company limited by guarantee) being wound up during the currency of My/Our membership or if the Association ceases to trade within one year of cessation of My/Our membership I/We will pay the sum of one pound to discharge any debts, expenses, costs or liabilities incurred prior to My/Our cessation of membership.

Full Name

Address

Signature

Date of Birth

- (B) The Committee, in cases other than lapse of membership, may at any time by a simple majority decide that any member has ceased to possess all or any of the qualifications required for membership and may accordingly either transfer such member from one class of membership to the other, or terminate the membership of such member. The Committee shall before arriving at any decision to terminate membership give to the member concerned a reasonable opportunity to show cause, either in writing or by personal attendance before the Committee, why such action should not be taken.
- (C) The Committee may elect as Honorary members for life or for such fixed term as it shall determine, in its absolute discretion, individual men or women who have given outstanding service to aerobatics or who in the opinion of the Committee possess exceptional qualifications to be Honorary members. Such Honorary members shall have power to vote as Full members but shall not be permitted to compete at competitions unless they have paid the appropriate entrance fee for such competition and satisfied the criteria for competence as published in the applicable Association Rules.

SUBSCRIPTIONS

8. **The entrance fees and annual subscriptions payable by members to the Association shall be fixed annually in General Meeting of the Association, provided however, that Honorary members shall not pay a subscription. Subscriptions may be varied within a class of membership according to criteria determined by the members at the General Meeting.**

TERMINATIONS OF MEMBERSHIP

9. **Membership of any member shall be terminated if: -**
 - (A) **The member resigns by giving not less than three months' written notice to the Membership Secretary.**
 - (B) **The member's subscription or any other payment due to the Association from the member remains unpaid for three months.**
 - (C) **Membership is terminated in accordance with the provisions of Article 7 or a members behaviour is such that it is likely to bring the Association or its activities into disrepute or the member breaches the Rules of the Association or fails to comply with the Articles of the Association in any other way, or fails to account for monies had or received by such member on behalf of the Association or in its name or holds himself out as acting on behalf of the Association without the authority of the Committee or in the view of the Committee has behaved in a manner which does not serve the best interests of the Association or its activities.**

GENERAL MEETINGS

10. **The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.**
11. **All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.**
12. **The Committee may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists, as provided by the Acts.**
13. **Twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are under these presents or under the Acts entitled to received such notices from the Association; but with**

the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the approval of the budget for the ensuing financial year, the fixing of entrance fees and subscriptions payable by members, the consideration of the reports of the Chairman and Committee, the election of members of the Committee in the place of those retiring, vacating or otherwise, and the appointment of, and the fixing of the remuneration of, the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, six members personally present shall be a quorum.
17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
18. The Chairman (if any) of the Association shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Committee, or if no such member be present, or if all the members of the Committee present decline to take the chair, they shall choose the appointed representative of some member of the Association who shall be present to preside.
19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of

the result of the show of hands, demanded by the Chairman or by at least two Full members present. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken forthwith and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
24. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

25. All members present or by proxy shall be entitled to vote at a General meeting. Each member present or by proxy shall be entitled to one vote.

COMMITTEE

26. The management of the Associations affairs shall be vested in the Committee, whose elected members shall be a minimum of five and a maximum of nine in number. Members of the Committee shall comprise: -

- (i) Not less than five Full members
- (ii) Up to three Associate members
- (iii) Up to one Corporate member.

Always provided that if less members (in any of the categories of members referred to herein) shall offer themselves for election, then members from any other class of membership shall be permitted to stand for election where such vacancy occurs provided that Full members remain in the majority.

27. (A) Elections of Committee Members, which fall vacant, shall be held at each Annual General Meeting. The voting in such elections shall be by a show of hands with each member (whether such member be a Full, Associate or Corporate member) having one vote provided that, if members at the Annual General Meeting shall demand a postal vote, then a vote shall be taken and if by a simple majority such a proposal is approved, then the Chairman (or outgoing Chairman if the same be the case) of the Association shall arrange such a postal vote. Such postal vote shall be completed within twenty-eight days of the Annual General Meeting

demanding the same and the result of such postal vote shall be published within thirty-five days of the Annual General Meeting.

- (B) The Committee once elected shall select from the members of the Committee of any class of membership, and including co-opted members, one person to be Chairman and one person to act as Vice-Chairman. Such election shall be by simple majority vote of all Committee members present.
 - (C) In the event of a member of the Committee being unable to attend at the time of the election then he or she may appoint another Committee member to act as proxy, or alternatively, inform the outgoing Chairman (whether the same be standing for office or otherwise) of his or her choice (including by telephone, facsimile or other reasonable method of communication) provided always that the same shall be confirmed in writing within seven days of the election, such confirmation to be sent to the Chairman and minuted at the next available Committee Meeting.
 - (D) The election of the Chairman and Vice-Chairman shall take place within one month of the Annual General Meeting and the members informed as soon as practicable thereafter of the result and publication of the same shall not exceed three months from the Annual General Meeting.
 - (E) In the event of there being no clear majority for the position of Chairman or Vice-Chairman then the Chairman who held office immediately preceding shall have a casting vote and in the event of the Chairman's indisposition or unwillingness to cast his or her vote then the Vice-Chairman who held office immediately preceding the election shall have a casting vote unless a new Vice-Chairman has already been elected.
 - (F) The Chairman and Vice-Chairman shall hold office until they stand down or retire from the Committee, cease to be members of the Association or are removed by the Committee (who may pass a resolution to that effect by way of a simple majority vote) during their term of office or are removed by the members at an Annual or Extraordinary meeting or disqualified from membership of the Association. In such eventuality the Committee will forthwith elect from their number a Committee member to act as Chairman or Vice-Chairman (or two members to fill both offices if the need has arisen) such person or persons to hold office until the next Annual General Meeting.
28. At least twenty-one days before the date fixed for each Annual General Meeting, notice in writing shall be given to all members of the Association requesting the nomination of candidates prepared to stand for election as members of the Committee. Nominations shall be submitted in writing to the Committee member specified in the notice requesting nominations not later than the date specified in the same, such date being not less than fourteen days from the date of service of the notice. All candidates standing for election must be Full, Associate or Corporate members and all candidates and nominators must sign their nomination papers.

ROTATION OF MEMBERS OF COMMITTEE

- 29. (A) At the Annual General Meeting of the Association one third of the officers

for the time being or; if their number is not a multiple of three, then the number nearest to but not exceeding one third shall retire from office.

- (B) The officers to retire shall be those who have been longest in office since their last election. As between members of the Committee of equal seniority the officers to retire shall in the absence of agreement be selected from among them by lot. The amount of time an officer has been a member of the Committee shall be computed from his or her last election.

CASUAL VACANCIES, CO-OPTION AND APPOINTMENTS

- 30. (A) The Committee in its absolute discretion may at any time co-opt any member who would be eligible for election under the provisions of Article 26 as a member of the Committee to fill a casual vacancy amongst the officers, and such member shall have all rights and privileges as if they had been elected, save that any member co-opted shall retain his office only until the next Annual General Meeting, when he shall retire, but he shall then be eligible for election. The member(s) co-opted may be from *within any class of the membership of the Association as the Committee think fit* provided that the total number does not exceed the total number of Committee members stipulated in Clause 26 hereof.
- (B) The Committee may at any time and for any purpose appoint any member or members and delegate any function thereto for such time and on such conditions as it thinks fit always reserving to the Committee absolute *power to suspend, revoke or vary such terms of delegation*. Such members appointed for any delegated function shall not be a member of the Committee, and shall not be eligible to vote on the Committee, unless already elected or co-opted to fill a casual vacancy on the Committee.

POWERS OF THE COMMITTEE

- 31. The business of the Association shall be managed by the Committee who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes for the time being in force and affecting the Association, and to such regulations or provisions as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
- 32. The Committee may not without the sanction of a General Meeting: -
 - (A) Make or alter the major policy of the Association.
 - (B) Alter the subscriptions or fees payable by members to the Association.
 - (C) Except in emergency add to or abrogate all or any of the regulations of the Association.

33. The members for the time being of the Committee may act notwithstanding any vacancy in their body; provided always that in case the members of the Committee shall at any time be or be reduced in number to less than the minimum prescribed by or in accordance with these presents, it shall be lawful for them to act as the Committee for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

34. The Secretary shall be appointed by the Committee for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Committee may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be not Secretary or no Secretary capable of acting. The Secretary shall ex-officio be a co-opted member of the Committee without power to vote unless already a member thereof.

THE SEAL

35. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Committee, and in the presence of at least two members of the Committee and of the Secretary, and the said Committee members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COMMITTEE

36. The office of a member of the Committee shall be vacated: -
- (A) If a bankruptcy order is made against the Committee member.
 - (B) If he becomes of unsound mind.
 - (C) If by notice in writing to the Association he resigns his office.
 - (D) If he ceases to hold office by reason of being convicted of wrongful or fraudulent trading contrary to the Insolvency Act 1986.
 - (E) If he is removed from office by virtue of Section 303 of the Acts.
 - (F) If he ceases to be a member in accordance with the Articles of Association.
 - (G) If in the case of a co-opted member, the period for which such member was co-opted has expired.
 - (H) If he ceases to be a member by virtue of clauses 7, 9 and 37 hereof.

37. The Association may by Ordinary Resolution remove any member of the Committee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his place; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COMMITTEE

38. The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three officers, shall be a quorum. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
39. Any elected member of the Committee may, and on the request of a member of the Committee the Secretary shall, summon a meeting of the Committee by notice served upon the several members of the Committee. A member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
40. The Chairman shall be entitled to preside at all meetings of the Committee at which he shall be present, but if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Committee present shall choose one of their number to be Chairman of the meeting.
41. A meeting of the Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally.
42. The Committee may delegate any of their powers to sub-committees consisting of such persons as they think fit, and any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Committee. The Chairman shall ipso facto be a member of any sub-committee and the Committee shall be entitled to receive the minutes of such sub-committee.
43. All acts bona fide done by any meeting of the Committee or of any sub-committee of the Committee, or by any person acting as a member of the Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a member of the Committee.
44. The Committee shall cause proper minutes to be made of all appointment made by the Committee and of the proceedings of all meetings of the Association and of the Committee and of sub-committees of the Committee and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of

the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. Minutes of meetings of the Committee shall be circulated to Committee members and minutes of meetings of the Association shall be circulated to members of the Association after such meetings.

45. A resolution in writing signed by all the members for the time being of the Committee or of any sub-committee of the Committee who are entitled to receive notice of and to vote at a meeting of the Committee or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Committee or of such sub-committee duly convened and constituted.

ACCOUNTS

46. The Committee shall cause proper books of account to be kept with respect to -
 - (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
 - (B) all sales and purchases of goods by the Association; and
 - (C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

47. The books of account shall be kept at the office or, subject to the Act, at such other place or places as the Committee shall think fit, and shall always be open to the inspection of the members of the Committee.
48. The Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members of the Association.
49. At the Annual General Meeting in every year the Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Committee and copies of such accounts, balance sheets and reports and of any other document required by law to be annexed or attached thereto or to accompany the same shall be published not less than twenty-one days before the meeting.

AUDIT

50. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more members of the Association who shall not be members of the Committee, such members to be selected by the Secretary of the Association or the Chairman in the absence of the former.

51. Such members undertaking such examination as required in Clause 50 shall be appointed by the Secretary of the Association and shall report to the Annual General Meeting in writing that to their best belief the accounts appear to be a true and accurate record of the Associations financial state or otherwise. In the event of such member or members not being able to declare that they are satisfied as to the accuracy of the accounts then they shall indicate in writing the nature of their reservations. Members may in any event, at the Annual General Meeting, demand a formal audit by an approved Auditor by a simple majority vote. Such Auditor to be appointed and approved by the membership at an Extraordinary General Meeting if the same cannot be appointed and approved at the Annual General Meeting.

NOTICES AND PUBLICATIONS

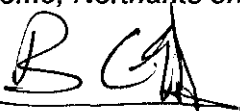
52. A notice may be served by the Association upon any member either personally or by sending it through the post in a prepaid letter and/or by email, addressed to such member at his registered postal address and/or email address as appearing in the register of members.
53. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such an address, but, save as aforesaid, and as provided by the Acts, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
54. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the notice was properly addressed and put into the post office as a prepaid letter.
55. Where the provisions of these Articles require publication of information, publication on the official Association website shall be deemed to satisfy these requirements, provided such information is made available to members in writing within three months of first publication.

DISSOLUTION

56. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

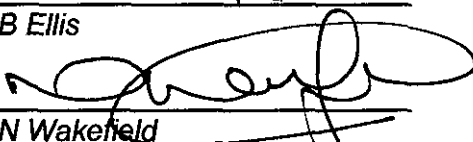
This is a true and accurate copy of the new Articles of Association approved by the members passing a special resolution at an Annual General Meeting held at the Aviator Hotel, Sywell Aerodrome, Northants on the 26th day of January 2002.

Signed:



B Ellis

Chairman



N Wakefield

Company Secretary