



FILE COPY

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

Company No. 8940364

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

AIRFIELDS OF BRITAIN CONSERVATION TRUST

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

Given at Companies House on **14th March 2014**



N08940364L



Companies House



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

IN01

Application to register a company



Companies House

00077740

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
You cannot use this form
a limited liability partners
this, please use form LL IN

THURSDAY



A27 *A33LVKXM* #328
13/03/2014
COMPANIES HOUSE

Part 1 Company details

A1 Company name

To check if a company name is available use our WebCheck service and select the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

AIRFIELDS OF BRITAIN CONSERVATION TRUST

For official use

8940364

→ **Filing 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 booklet GP1 at
www.companieshouse.gov.uk

A2 Company name restrictions ②

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

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

② **Company name restrictions**
A list of sensitive or restricted words or expressions that require consent can be found in our guidance booklet GP1 at www.companieshouse.gov.uk

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

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

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

③ **Name ending exemption**
Only private companies that are limited by guarantee and meet other specific requirements are eligible to apply for this. For more details, please go to our website www.companieshouse.gov.uk

A4 Company type ④

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

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

④ **Company type**
If you are unsure of your company's type, please go to our website www.companieshouse.gov.uk

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A5 Situation of registered office

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

Registered office

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

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

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

A6 Registered office address

Please give the registered office address of your company.

Building name/number	20-22
Street	BEDFORD ROW
Post town	LONDON
County/Region	
Postcode	W C 1 R 4 J S

Registered office address

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

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

A7 Articles of association

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> <ul style="list-style-type: none"> <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
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> <ul style="list-style-type: none"> <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company
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>

For details of which company type can adopt which model articles, please go to our website

www.companieshouse.gov.uk

A8 Restricted company articles

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

Restricted company articles

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

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

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

Title*	MRS
Full forename(s)	LYNDA ELIZABETH
Surname	COXON
Former name(s)	

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

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

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

B2 Secretary's service address

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

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

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

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

B3 Signature

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

Signature	Signature X  X
-----------	--

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

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Application to register a company

Corporate secretary

C1 Corporate secretary appointments	
Please use this section to list all the corporate secretary appointments taken on formation	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number	
C2 Location of the registry of the corporate body or firm	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3 EEA companies	
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	
Registration number	
EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)	
C4 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered	
Registration number	
Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register	
C5 Signature	
I consent to act as secretary of the proposed company named in Section A1.	
Signature	<p>Signature</p> <p>X</p> <p>X</p>
Signature The person named above consents to act as corporate secretary of the proposed company	

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Director

D1 Director appointments ①		<p>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.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>															
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.																	
Title*	MR																
Full forename(s)	KENNETH PEACOCK																
Surname	BANNERMAN																
Former name(s) ②																	
Country/State of residence ③	UK																
Nationality	BRITISH																
Date of birth	<table border="1"> <tr> <td>d</td><td>0</td><td>d</td><td>6</td><td>m</td><td>1</td><td>m</td><td>0</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>3</td> </tr> </table>		d	0	d	6	m	1	m	0	y	1	y	9	y	6	y
d	0	d	6	m	1	m	0	y	1	y	9	y	6	y	3		
Business occupation (if any) ④	PRIVATE INVESTOR, AUTHOR AND COMPANY DIRECTOR																

D2 Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

D3 Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.		
Signature	<p>Signature</p> <p>X <i>K. P. Bannerman</i> X</p>	

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Application to register a company

Director

D1 Director appointments ①		<p>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.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.		
Title*	MS	
Full forename(s)	JILL ANN	
Surname	BROWN	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	BRITISH	
Date of birth	d1 d1 m0 m4 y1 y9 y7 y7	
Business occupation (if any) ④	COMPANY DIRECTOR	

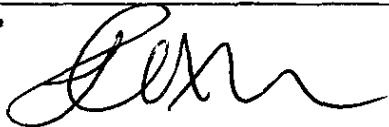
D2 Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.		
Building name/number	THE COMPANY'S REGISTERED OFFICE	
Street		
Post town		
County/Region		
Postcode		
Country		

D3 Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.		
Signature	<p>Signature</p> <p>X <i>Jill Brown</i> X</p>	

Director

D1		Director appointments ①	
		Please use this section to list all the directors of the company. For a corporate director, complete Sections E1-E5.	
Title*	MRS	<p>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.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p>	
Full forename(s)	LYNDA ELIZABETH		
Surname	COXON		
Former name(s) ②			
Country/State of residence ③	UK		
Nationality	BRITISH		
Date of birth	d ² d ⁹ . m ⁰ m ⁴ y ¹ y ⁹ y ⁷ y ⁵		
Business occupation (if any) ④	CHARTERED SECRETARY		

D2		Director's service address ⑤	
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	THE COMPANY'S REGISTERED OFFICE	<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>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.</p> <p>If you provide your residential address here it will appear on the public record.</p>	
Street			
Post town			
County/Region			
Postcode			
Country			

D3		Signature ⑥	
		I consent to act as director of the proposed company named in Section A1.	
Signature	<p>Signature</p> <p>X  X</p>	<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>	

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Application to register a company

Corporate director

E1 Corporate director appointments ①		<p>① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page</p> <p>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</p>							
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	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>								
Country									
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		<p>② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk</p> <p>③ 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 ③									
Registration number									
E4 Non-EEA companies		<p>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</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 ④									
If applicable, the registration number									
E5 Signature ⑤		<p>⑤ Signature The person named above consents to act as corporate director of the proposed company</p>							
I consent to act as director of the proposed company named in Section A1.									
Signature	<p>Signature</p> <p>X</p>								

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Application to register a company

Part 3 Statement of capital

Does your company have share capital?
 → Yes Complete the sections below
 → No Go to Part 4 (Statement of guarantee).

F1 Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals				£

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.
 Please complete a separate table for each currency

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

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

Total number of shares	
Total aggregate nominal value ③	

③ Total aggregate nominal value
 Please list total aggregate values in different currencies separately For example. £100 + €100 + \$10 etc

- ① Including both the nominal value and any share premium
- ② Total number of issued shares in this class.

- ③ Number of shares issued multiplied by nominal value of each share

Continuation Pages
 Please use a Statement of Capital continuation page if necessary

F4

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

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

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 and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

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

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Application to register a company

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

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Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital
 Please complete the details below for each subscriber
 The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings
 Please list the company's subscribers in alphabetical order
 Please use an 'Initial shareholdings' continuation page if necessary

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

Part 4 Statement of guarantee

Is your company limited by guarantee?
 → Yes Complete the sections below
 → No Go to Part 5 (Statement of compliance)

G1

Subscribers

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

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

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

- ① Name
Please use capital letters
 - ② Address
The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address
 - ③ Amount guaranteed
Any valid currency is permitted
- Continuation pages
Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) ①	KENNETH PEACOCK
Surname ①	BANNERMAN
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1 00

Subscriber's details

Forename(s) ①	JILL ANN
Surname ①	BROWN
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1 00

Subscriber's details

Forename(s) ①	LYNDA ELIZABETH
Surname ①	COXON
Address ②	THE COMPANY'S REGISTERED OFFICE
Postcode	
Amount guaranteed ③	£1 00

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Application to register a company

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

Subscriber's details	
Forename(s) ❶	
Surname ❶	
Address ❷	
Postcode	
Amount guaranteed ❸	

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

Continuation pages
Please use a 'Subscribers' continuation page if necessary

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Application to register a company

Part 5

Statement of compliance

This section must be completed by all companies.

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

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

H1

Statement of compliance delivered by the subscribers ①

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

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

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

Subscriber's signature	Signature X <i>K. P. Barrer</i> X
Subscriber's signature	Signature X <i>Jill Brown</i> X
Subscriber's signature	Signature X <i>[Signature]</i> X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X
Subscriber's signature	Signature X X

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

H2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
Country											
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.											
Agent's signature	Signature X										

X

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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 **LUCY EGERTON-VERNON**

Company name# **NIGEL HARRIS & PARTNERS**

Address **OAK WALK**

LE MONT FALLU

Post town **ST PETER**

County/Region **JERSEY**

Postcode

	J	E	3			7	E	F	
--	---	---	---	--	--	---	---	---	--

Country **CHANNEL ISLANDS**

DX

Telephone **01534 761 180**

Certificate

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

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

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

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

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.companieshouse.gov.uk

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 exemption
If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.

Further information

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

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

Companies Acts 1985 to 2006
Company limited by guarantee

MEMORANDUM OF ASSOCIATION
of
AIRFIELDS OF BRITAIN CONSERVATION TRUST

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

Name of each subscriber

Authentication by each subscriber

KENNETH PEACOCK BANNERMAN

Kenneth Peacock Bannerman

JILL BROWN

JM Brown

LYNDA COXON

Lynda Coxon

Date *10 March 2014*

Companies Acts 1985 to 2006

Company limited by guarantee

**ARTICLES OF ASSOCIATION OF
AIRFIELDS OF BRITAIN CONSERVATION TRUST**

1 Objects

1 1 The Objects of the Charity are.

(1) To advance the education of the public in the history of British airfields and in particular but not exclusively by

(a) The establishment and support of museums and interpretation centres,

(b) The preservation of the historical details and records of airfields;

(c) The erection of memorials at sites of National and historical importance, and

(d) To promote research for the public benefit;

(2) To further such other exclusively charitable objects as the Trustees determine from time to time

1 2 This provision may be amended by special resolution but only with the prior written consent of the Commission

2 Powers

2 1 The Charity has the following powers, which may be exercised only in promoting the Objects.

(1) to provide advice or information,

(2) to carry out research,

(3) to co-operate with other bodies;

- (4) to support, administer or set up other charities;
- (5) to accept gifts and to raise funds (but not by means of taxable trading),
- (6) to borrow money,
- (7) to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act),
- (8) to acquire or hire property of any kind,
- (9) to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act),
- (10) to set aside funds for special purposes or as reserves against future expenditure,
- (11) to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification),
- (12) to delegate the management of investments to a financial expert, but only on terms that:
 - (a) the investment policy is set down in writing for the financial expert by the Trustees,
 - (b) timely reports of all transactions are provided to the Trustees,
 - (c) the performance of the investments is reviewed regularly with the Trustees,
 - (d) the Trustees are entitled to cancel the delegation arrangement at any time,
 - (e) the investment policy and the delegation arrangement are reviewed at least once a year,

- (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt, and
 - (g) the financial expert must not do anything outside the powers of the Charity;
- (13) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the Trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
 - (14) to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required,
 - (15) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required,
 - (16) subject to Article 6 3, to employ paid or unpaid agents, staff or advisers,
 - (17) to enter into contracts to provide services to or on behalf of other bodies,
 - (18) to establish or acquire subsidiary companies;
 - (19) to do anything else within the law which promotes or helps to promote the Objects.

3 The Trustees

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 3.2 The subscribers to the Memorandum (being the first Members) are also the first Trustees. Subsequent Trustees are elected by the Members or co-opted by the Trustees in accordance with article 3 9
- 3 3 The Trustees when complete consist of at least three and not more than five persons who being individuals are over the age of 18, all of whom must support the Objects. If any Trustee is a corporate body it must act through a named

representative whose contact details are notified to the Trustees and there must be at least one individual Trustee

3.4 A Trustee may not act as a Trustee unless he/she

- (1) is a Member; and
- (2) has signed a written declaration of willingness to act as a charity trustee of the Charity

3.5 Subject to article 3.8 the Settlor is entitled to hold office as a Trustee for life

3.6 Subject to articles 3.5 and 3.8 the Trustees are entitled to hold office for the following periods from the date of this deed

LYNDA COXON	1 year
JILL BROWN	2 years

3.7 The Settlor and after his lifetime or retirement as a trustee the Trustees may reappoint a retiring Trustee who is eligible under Article 3.3 at the end of the term of office for a term of 3 years

3.8 Trustee's term of office as such automatically terminates if he/she.

- (1) is removed by the Settlor;
- (2) is disqualified under the Charities Act from acting as a charity trustee,
- (3) is incapable, whether mentally or physically, of managing his/her own affairs;
- (4) (except in the case of the Settlor) is absent without notice from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign, or
- (5) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office), or
- (6) (after the lifetime or retirement of the Settlor) is removed by the Members at a general meeting under the Companies Act

3.9 The Settlor and after his lifetime or retirement as a trustee the Trustees may at any time co-opt any individual who is eligible under Article 3.3 as a Trustee to fill a vacancy in their number or (subject to the maximum number permitted by Article 3.3) as an additional Trustee, but a co-opted trustee holds office only for one year

3.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

4 Trustees' proceedings

4.1 The Trustees must hold at least one meeting each year.

4.2 A quorum at a meeting of the Trustees is at least three or one third of the Trustees (if greater)

4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person

4.4 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting

4.5 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in writing agreed by all the Trustees (other than any Conflicted Trustee who has not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document

4.6 Every Trustee has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.

4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5 Trustees' powers

- 5.1 The Trustees have the following powers in the administration of the Charity in their capacity as Trustees
- 5.2 To appoint (and remove) any person (who may be a Trustee) to act as Secretary in accordance with the Companies Act
- 5.3 To appoint from among their number a Treasurer and other honorary officers and, after the lifetime of the Settlor, a Chairman.
- 5.4 To delegate any of their functions to committees consisting of two or more individuals appointed by them. At least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.
- 5.5 To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings.
- 5.6 To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of committees.
- 5.7 To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity and the use of its seal (if any)
- 5.8 To establish procedures to assist the resolution of disputes or differences within the Charity.
- 5.9 To exercise in their capacity as Trustees any powers of the Charity which are not reserved to them in their capacity as Members.

6 Benefits and Conflicts

- 6.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but

Subject to compliance with Article 6.4:

- (1) Members (being Trustees) and Connected Persons may be paid interest at a reasonable rate on money lent to the Charity;

- (2) Members (being Trustees) and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity

6.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:

- (1) as mentioned in Articles 6.1 or 6.3,
- (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity,
- (3) the benefit of indemnity insurance as permitted by the Charities Act,
- (4) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings),
- (5) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members)

6.3 No Trustee or Connected Person may be employed by the Charity except in accordance with Article 6.2(5), but any Trustee or Connected Person may enter into a written contract with the Charity, as permitted by the Charities Act, to supply goods or services in return for a payment or other material benefit but only if

- (1) the goods or services are actually required by the Charity, and the Trustees decide that it is in the best interests of the Charity to enter into such a contract;
- (2) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.4; and
- (3) no more than half of the Trustees are subject to such a contract in any financial year

6.4 Subject to Article 6.5, any Trustee who becomes a Conflicted Trustee in relation to any matter must

- (1) declare the nature and extent of his or her interest before discussion begins on the matter,
- (2) withdraw from the meeting for that item after providing any information requested by the Trustees,
- (3) not be counted in the quorum for that part of the meeting, and
- (4) be absent during the vote and have no vote on the matter.

6.5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to.

- (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (2) disclose to a third party information confidential to the Charity, or
- (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity or
- (4) refrain from taking any step required to remove the conflict.

6.6 This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission

7 Records and Accounts

7.1 The Trustees must comply with the requirements of the Companies Act and of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of information required by law including.

- (1) annual returns;
- (2) annual reports, and
- (3) annual statements of account

7 2 The Trustees must also keep records of

- (1) all proceedings at meetings of the Trustees,
- (2) all resolutions in writing,
- (3) all reports of committees, and
- (4) all professional advice obtained

7 3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours

7 4 A copy of the Charity's constitution and latest available statement of account must be supplied on request to any Trustee. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs

8 Membership

8 1 The Charity must maintain a register of Members

8 2 The subscribers to the Memorandum are the first Members.

8 3 Membership is open only to the Trustees and is terminated if the Member concerned ceases to be a Trustee

8 4 The form and the procedure for applying for Membership is to be prescribed by the Trustees

8 5 Membership is not transferable

8.6 The Trustees may establish different classes of Members and recognise one or more classes of supporters who are not Members (but who may nevertheless be termed 'members') and set out their respective rights and obligations.

9 General Meetings

9 1 Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the Secretary before the commencement of the meeting)

9 2 General meetings are called on at least 14 and not more than 28 clear days' written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution

9 3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least two

9.4 The chairman at a general meeting is the Settlor but in his absence or after his lifetime is elected by the Members present in person or by proxy in his/her capacity as a Member and not as proxy for another Member

9 5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by ordinary resolution

9 6 Every Member present in person or by proxy has one vote on each issue

9 7 Except where otherwise provided by the Articles or the Companies Act, a written resolution (whether an ordinary or a special resolution) is as valid as an equivalent resolution passed at a general meeting. For this purpose the written resolution may be set out in more than one document.

9.8 Except at first, the Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation

9 9 Members being Trustees must annually at the AGM:

(1) receive the accounts of the Charity for the previous financial year,

(2) receive a written report on the Charity's activities,

- (3) be informed of the retirement of those Trustees who wish to retire or who are retiring by rotation,
- (4) subject to the powers reserved to the Settlor elect Trustees to fill the vacancies arising,
- (5) appoint reporting accountants or auditors for the Charity,

9 10 Members may also from time to time

- (1) confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Charity, and
- (2) discuss and determine any issues of policy or deal with any other business put before them by the Trustees

9 11 A general meeting may be called by the Trustees at any time and must be called within 21 days of a written request from one or more Trustees (being Members), at least 10% of the Membership or (where no general meeting has been held within the last year) at least 5% of the Membership

9 12 A technical defect in the appointment of a Member of which the Members are unaware at the time does not invalidate a decision taken at a general meeting or a Written Resolution

10 Limited Liability

The liability of Members is limited

11 Guarantee

Every Member promises, if the Charity is dissolved while he/she remains a Member or within one year after he/she ceases to be a member, to pay up to £1 towards

11 1 payment of those debts and liabilities of the Charity incurred before he/she ceased to be a Member,

11.2 payment of the costs, charges and expenses of winding up, and

11.3 the adjustment of rights of contributors among themselves.

12 Communications

12.1 Notices and other documents to be served on Members or Trustees under the Articles or the Companies Act may be served

- (1) by hand,
- (2) by post,
- (3) by suitable electronic means, or
- (4) through publication in the Charity's newsletter or on the Charity's website.

12.2 The only address at which a Member is entitled to receive notices sent by post is an address in the U K shown in the register of Members.

12.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (1) 24 hours after being sent by electronic means or delivered by hand to the relevant address,
- (2) two clear days after being sent by first class post to that address,
- (3) three clear days after being sent by second class or overseas post to that address;
- (4) immediately on being handed to the recipient personally; or, if earlier,
- (5) as soon as the recipient acknowledges actual receipt.

12.4 A technical defect in service of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

13 Dissolution

13.1 If the Charity is dissolved, the assets (if any) remaining after providing for all its liabilities must be applied in one or more of the following ways

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects,
- (2) directly for the Objects or for charitable purposes which are within or similar to the Objects,
- (3) in such other manner consistent with charitable status as the Commission approves in writing in advance

13 2 A final report and statement of account must be sent to the Commission

13 3 This provision may be amended by special resolution but only with the prior written consent of the Commission

14 Interpretation

14.1 The Articles are to be interpreted without reference to the model articles under the Companies Act, which do not apply to the Charity.

14 2 In the Articles, unless the context indicates another meaning

'AGM' means an annual general meeting of the Charity,

'the Articles' means the Charity's Articles of Association and 'Article' refers to a particular Article;

'Chairman' means the Settlor during his lifetime and thereafter the chairman of the Trustees,

'the Charity' means the company governed by the Articles,

'the Charities Act' means the Charities Acts 1992 to 2006,

'charity trustee' has the meaning prescribed by the Charities Act,

'clear day' does not include the day on which notice is given or the day of the meeting or other event,

'the Commission' means the Charity Commission for England and Wales or any body which replaces it;

'the Companies Act' means the Companies Acts 1985 to 2006,

'Conflicted Trustee' means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Charity, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity,

'Connected Person' means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights,

'constitution' means the Memorandum and the Articles and any special resolutions relating to them;

'custodian' means a person or body who undertakes safe custody of assets or of documents or records relating to them,

'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference,

'financial expert' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

'financial year' means the Charity's financial year,

'firm' includes a limited liability partnership,

'indemnity insurance' has the meaning prescribed by the Charities Act,

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'Member' and **'Membership'** refer to company Membership of the Charity,

'Memorandum' means the Charity's Memorandum of Association,

'month' means calendar month;

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

'ordinary resolution' means a resolution agreed by a simple majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold a simple majority of the voting power. Where applicable, **'Members'** in this definition means a class of Members,

'the Objects' means the Objects of the Charity as defined in Article 1;

'Resolution in writing' means a written resolution of the Trustees,

'Secretary' means a company secretary;

"Settlor" means Kenneth Peacock Bannerman

'special resolution' means a resolution of which at least 14 days' notice has been given agreed by a 75% majority of the Members present and voting at a general meeting or in the case of a written resolution by Members who together hold 75% of the voting power. Where applicable, **'Members'** in this definition means a class of Members,

'taxable trading' means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax,

'Trustee' means a director of the Charity and **'Trustees'** means the directors but where a Trustee is a corporate body **'Trustee'** includes where appropriate the named representative of the Trustee;

'written' or **'in writing'** refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper,

'written resolution' refers to an ordinary or a special resolution which is in writing,

'year' means calendar year.

14.3 Expressions not otherwise defined which are defined in the Companies Act have the same meaning.

14.4 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it