

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

A verbatim transcription of the*

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

MEDWAY AIRCRAFT PRESERVATIONS** SOCIETY
LIMITED

IMPORTANT NOTES

* *This transcription was made in June 2014 from the version of April 2009, in order to facilitate copying and electronic storage.*

** *The Company was incorporated on 1st January 1989 and changed its name to 'Medway Aircraft Preservation Society Limited' on 11th July 2006.*

Wherever the masculine gender was used, the feminine is also intended to apply.

Malcolm Moulton, Chairman 17th April 2009

This document has been reformatted with minor corrections to facilitate the generation of a PDF File – Robin Heaps 20 July 2014

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION
OF
MEDWAY AIRCRAFT PRESERVATIONS SOCIETY LIMITED

- 1 The name of the Company is Medway Aircraft Preservations Society Limited
- 2 The registered office of the Company will be in England
- 3 The Company is a private company limited by guarantee and not having a share capital
- 4 The principal objects for which the Company is formed are:-
 - (i) the preservation and restoration of aircraft of historic significance and the acquisition, care and disposal of such aircraft, or parts thereof, for preservation, restoration, static exhibit, flight or other socially-advantageous purposes
 - (ii) the provision of means whereby persons may acquire, develop and maintain the skills required for the successful carrying out of preservation and restoration work on such aircraft
 - (iii) the establishment and maintenance of aviation museums or exhibitions or contributing to other aviation museums, exhibitions or collections.
- 5 In furtherance of the principal objects and ancillary thereto but not otherwise the Company shall have the following powers:-
 - (i) to purchase, take on lease, rent, license, hire or otherwise acquire any real or personal property which may be necessary or convenient for the objects of the Company
 - (ii) to buy and sell articles, materials, services or other things whatsoever in the furtherance of the objects of the Company
 - (iii) to employ directly or indirectly the services of such professional, technical or administrative advisers as may be required for the

objects of the Company and to pay reasonable fees or remuneration for their services.

- (iv) to receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects of the Company or any of them and to hold funds in trust for the same,
- (v) to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of or other assistance for the Company in the shape of donations, annual subscriptions or otherwise howsoever.
- (vi) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit.
- (vii) subject to such consents as may be required by law to hold, sell, manage, lease, license, mortgage, dispose of or otherwise deal with all or any part of the property or assets of the Company.
- (viii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.
- (ix) to invest the moneys of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit in the absolute discretion of the directors for the time being subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and subject also as herein provided.
- (x) to establish and support or aid in the establishment or support of charitable associations or institutions and to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.
- (xi) to undertake and execute any charitable trusts which may lawfully be undertaken or executed by the Company and which may be necessary to its objects.
- (xii) to amalgamate with any exclusively charitable companies, institutions, societies or associations (whether or not incorporated) for any purpose which in the opinion of the Company may be conducive to the attainment of the objects of the Company.

(xiii) to do all such other lawful things as may be necessary for the attainment of or incidental to the above objects or any of them.

PROVIDED that:

- (a) in case the Company shall take or hold any property which is subject to any trusts the Company shall only deal with or invest the same in accordance with such trusts.
 - (b) the objects of the Company shall not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers.
 - (c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Board of Directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board of Directors or governing body have been if no incorporation of the Company had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court, or the Charity Commissioners over such Board of Directors, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.
- 6 The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever, by way of profit to the Members of the Company (and no member of its Board shall be appointed to any office

- 7 of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company).
PROVIDED that nothing herein shall prevent any payment in good faith by the Company:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Board) for any services rendered to the Company.
 - (b) of interest on money lent by any member of the Company (or of its Board) at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Board of Directors or 3% whichever is the greater.
 - (c) of any reasonable and proper rent for premises demised or let by any member of the Company (or of its Board).
 - (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company and
 - (e) to any member of its Board of out-of-pocket expenses.
- 8 The liability of the members is limited.
- 9 Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up whilst he is a member, or within one year afterwards, for the payment of debts and liabilities of the Company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
- 10 If on the winding up of the Company or its dissolution there remain, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof, such institutions or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object.

We, the Subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum

Lewis Edwin Deal
13 Amethyst Avenue
Chatham Kent ME5 9TX

signed on the original

Malcolm Fletcher Moulton
10 London Road
Newington
Nr Sittingbourne Kent ME9 7NR

signed on the original

Ronald Thomas Twine
4 Sevington Park
Loose
Maidstone
Kent ME15 9SB

signed on the original

Alan William Briggs
583 Lordswood Lane
Chatham
Kent ME5 8NP

signed on the original

Witness to the above signatures

Brenda Jewell
"Westwynds"
Rochester Maidstone Road
Bridgwood
Chatham
Kent ME5 9SB

signed on the original

Dated 8th November 1988

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
MEDWAY AIRCRAFT PRESERVATIONS SOCIETY LIMITED

Interpretation

- 1 In these Articles, if not inconsistent with the subject or context, the words set out in the first column of the table below shall have the meanings set out opposite to them respectively in the second column thereof:

<u>Words</u>	<u>Meanings</u>
the Company	Medway Aircraft Preservations Society Limited
The Statutes	The Companies Act 1985 and every other Act or Statutory Instrument for the time being in force concerning companies and affecting the Company
the Seal	The common seal of the Company
the Secretary	The Secretary for the time being of the Company
the United Kingdom	Great Britain and Northern Ireland, the Channel Islands and the Isle of Man
these Articles	These Articles of Association as originally registered or as from time to time altered by Special Resolution of the Company
persons	Shall indicate any body of persons, whether corporate or incorporate
the Board	The Board of directors for the time being of the Company
The Office	The Registered Office for the time being of the Company

Expressions referring to writing shall include unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile record or any other mode of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions used in these Articles shall bear the same meaning as in the Statutes.

Members

- 2 The subscribers to the memorandum of Association of the Company and such other persons who are members of the Medway Branch of the Royal Aeronautical Society and are admitted to membership in accordance with these articles of association shall be members of the Company. No person shall be admitted to membership unless he is approved by the directors. Every person who wishes to become a member shall deliver to the Company an application for membership, in such form as the directors may require, executed by him.
- 3 Membership shall not be transferable.
- 4 Any member may cease to be a member by giving one month's notice in writing to the Secretary of his intention to do so, but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all moneys due by him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association of the Company.
- 5 Any member may cease to be a member if the Company passes an Ordinary Resolution resolving that the member be expelled. A resolution as aforesaid shall not be passed unless the member has been given not less than fourteen days' notice in writing of the meeting at which the matter is to be considered specifying the conduct or circumstances alleged as a ground for the expulsion and has been afforded a reasonable opportunity of being heard by or of making written representation to the meeting.
When any such resolution is passed, then the member shall forthwith cease to be a member but without prejudice to liability of the member to pay to the Company any subscription or other sum owed by him or for which he may have become liable under the provisions of the Memorandum of Association of the Company.
- 6 If any member, being a company, passes a resolution for or commences a winding up other than for the purposes of a solvent reorganisation, or has a receiver appointed over the whole or

substantially the whole of its assets, or not being a company commits any act of bankruptcy or insolvency then that person shall cease to be a member

General Meetings

- 7 The first Annual General Meeting shall be held at such time not being more than 18 months after the incorporation of the Company as the Board shall decide.
- 8 Subject to Article 7 the Company shall in each year hold an annual general meeting in addition to any other meetings in that year. The notices calling the meeting shall specify that it is an annual general meeting and not more than fifteen months shall elapse between each annual general meeting.
- 9 All general meetings other than annual general meetings shall be called extraordinary general meetings. The Board may whenever it thinks fit and shall on requisition of members in accordance with the Statutes convene an extraordinary general meeting.

Notice of General Meetings

- 10 An annual general meeting and any extraordinary general meeting called for the passing of a Special Resolution or a resolution appointing a director shall be called by twenty-one days' clear notice in writing and any other general meeting by fourteen clear days' notice in writing, but a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of a meeting called as the annual general meeting by all the members entitled to attend and vote thereat and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote at the meeting being a majority together representing not less than 95% of the total voting rights at that meeting of all the members.
- 11 Every notice calling a general meeting shall specify the time and place of the meeting and in the case of an annual general meeting shall specify the meeting as such. If special business is to be transacted the notice shall state the general nature of that business and if any resolution is to be proposed as an Extraordinary Resolution or a Special Resolution, the notice shall contain a statement to that effect and the text of the resolution to be proposed.
- 12 Ordinary business shall mean and include only business transacted at an annual general meeting of the following classes, that is to say:

- (a) reading, considering and adopting the balance sheet and income and expenditure account and reports of the directors and the auditors and other related documents
- (b) appointing and fixing the remuneration of the auditors
- (c) matters in connection with membership of the Board and officers of the Company

All other business to be transacted at a general meeting shall be deemed to be special business.

Notice of general meetings shall be given to all members of the Company and to the directors and auditors.

Proceedings at General Meetings

- 13 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 three members present (or in the case of a corporation represented by its duly authorised representative) or one tenth of the total membership whichever is the greater shall be a quorum. If within fifteen minutes of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.
- 14 The chairman, if any, of the Board shall preside at every general meeting or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members present shall elect one of their number to be the chairman of the meeting.
- 15 Subject to the provisions of the Statutes a resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more members, or being corporations by their authorised representatives.
- 16 The chairman may with the consent of any meeting at which a quorum is present (and 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 the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting except where the meeting has been adjourned for fourteen days or more when at least seven clear days' notice shall be given of the time and place of the adjourned meeting and the general nature of the business to be transacted.

Vote of members

- 17 Each member of the Company shall have one vote and in any case of equality of votes whether on a show of hands or on a poll the chairman shall have a second or casting vote.
- 18 At any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before the declaration of the result) demanded:-
 - (a) by the chairman, or
 - (b) by at least three members present in person or by proxy or
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

If a poll be duly demanded on the election of a chairman or adjournment it shall be taken forthwith. If a poll be duly demanded on any other matter it shall be taken in such manner as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The declaration of the chairman of the result of the voting on any resolution shall be conclusive.

- 19 No person shall vote on any matter in which he is personally interested pecuniarily or otherwise or debate on such matter without the permission of the majority of persons present and voting such permission to be given or withheld without discussion.
- 20 The proceedings of any meeting shall not be invalidated by reasons of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
- 21 Any corporation or other body of persons which is a member of the company may authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of

- the corporation or body which he represents as that corporation or body could exercise if it were an individual member of the Company.
- 22 On a poll votes may be given either by proxy or personally either by the member of (in the case of a member who is a corporate body) by its authorised representative.
 - 23 The instrument appointing a proxy shall be in writing and executed by the appointer or his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of any officer or attorney duly authorised. A proxy need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in the demand for a poll.
 - 24 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office (or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the right to vote shall not be exercisable.

The Board of Directors

- 25 The Board of Directors shall consist of:-
 - (i) the persons not exceeding four in number who are appointed to be directors in accordance with Article 26 and
 - (ii) Such persons, not exceeding three in number as may be appointed to be directors in accordance with Articles 27 to 29.
- 26 The committee of the Medway Branch of the Royal Aeronautical Society shall have the right to appoint four directors of the Company and directors so appointed may be removed from office at any time by the Medway Branch of the Royal Aeronautical Society. Such appointment or removal shall be by instrument in writing under the hands of the Chairman and Secretary for the time being of the Medway Branch of the Royal Aeronautical Society and shall only take effect on the service thereof at the Office. Every such instrument shall be annexed to the Board's minute book as soon as practical after such service.
- 27 The Subscribers to the Memorandum of Association shall have the right to appoint three Directors of the Company to be first Directors of the Company. Such Directors may be selected by the Subscribers

from amongst any persons they see fit, including themselves, except those persons appointed to be Directors in accordance with Article 26.

- 28 At the first annual general meeting of the Company and at each subsequent annual general meeting all the directors other than those appointed in accordance with Article 26 shall retire from office and the members by ordinary resolution and as ordinary business of the annual general meeting shall appoint three directors from amongst the membership of the Company.
- 29 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification of Directors

- 30 The office of director shall be vacated if the director:-
- (a) holds an office of profit under the Company or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally or
 - (c) becomes prohibited from being a director by any order of the Court made under the Statutes or
 - (d) becomes of unsound mind or a patient for the purposes of Part VIII of the mental Health Act 1959 or
 - (e) resigns his office by notice in writing to the Company or
 - (f) ceases to be a director by virtue of Section 185 of the Companies Act 1948 or
 - (g) is directly or indirectly interested in any contract to which the Company is a party and fails to declare the existence and nature of that interest in accordance with the Statutes
 - (h) is removed from office pursuant to the provisions of Article 26.

Proceedings of the Board

- 31 The directors may elect one of their number to be chairman of meetings of the Board and of general meetings. Such chairman shall hold office for such period and on such conditions as the Board may decide
- 32 The Board may meet for the despatch of business adjourn and otherwise regulate its meetings as it may think fit. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be sent to each director at least

seven days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any accidental irregularity in respect of such notice or by reason of any business being considered which is not included in such general particulars.

- 33 Three directors may at any time and the secretary shall upon the request in writing of three directors summon a meeting of the Board.
- 34 The quorum necessary for the transaction of the business of the Board may be fixed by the Board but shall never be less than 2 directors or half the total of the Board whichever is the greater.
- 35 All questions shall be decided by the votes of the majority of the directors present and voting thereon at a meeting of the Board. Notwithstanding the foregoing provision, a written resolution subscribed to by all the directors entitled for the time being to vote upon it shall be as effective as a resolution passed by a vote at a meeting of the Board and any such resolution may consist of several documents in the like form each signed by one or more directors. In the case of equality of votes the chairman shall have a second casting vote. A director shall not vote on any resolution concerning a matter on which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company.
- 36 The Board shall cause minutes to be kept of the proceedings at general meetings of the Company and at meetings of the Board and shall cause entries to be made therein of all persons attending the meeting and of all resolutions put to the vote and of the result of the voting. Any such minutes of the meeting shall be conclusive evidence of the due passing of any resolution and of the amount of the majority voting in favour thereof.
- 37 All acts done by any meeting of the Board or by any person acting as a director shall as regards all persons dealing in good faith with the Company be valid notwithstanding that there was some defect in the appointment or continuance in office of any director or person acting as such or that any such director or person was disqualified or had vacated office or was not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

Powers of the Board

- 38 The Board may exercise all powers of the Company to borrow money, to mortgage or charge its undertaking and property or any part thereof, to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company, save that the total of such borrowings may not exceed £10,000 or any other limit decided by ordinary resolution of the Company in general meeting.
- 39 The affairs of the Company shall be managed by the Board who may pay all expenses incurred in forming and registering the Company and may exercise all such powers of the Company as are not by the Statute or by these Articles required to be exercised by the Company in general meeting and without prejudice to the generality of the foregoing may exercise the powers of entering into contracts expending or investing the funds of the Company and acquiring, managing or disposing of real and personal property subject to any regulations as may be prescribed by the Company in general meeting but no such regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 40 The Board shall have power from time to time to make repeal or alter regulations as to the management of the Company and the affairs thereof and as to the duties of any officers or servants and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum or Articles of Association of the company or the Statutes.
- 41 The Board from time to time and at any time by power of attorney may appoint any company firm or person or body of persons (whether nominated directly or indirectly by the Board) to be the attorney or attorneys of the Company for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.

The Secretary

- 42 The Secretary shall be appointed by the Board for such term and at such remuneration and on such condition as it may think fit; any such secretary so appointed may be removed by the Board.
- 43 A provision of the Statutes of these Articles requiring a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as a director and as, or in place of, the secretary.

The Seal

- 44 The Board shall arrange for the provision of and adoption of a seal as the common seal of the Company. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and countersigned by the secretary or by a second director.

Names and addresses of subscribers

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15 Amethyst Avenue
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Kent ME5 9TX

signed on the original

Malcolm Fletcher Moulton
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Ronald Thomas Twine
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