



FILE COPY

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

Company Number **11399889**

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

COTSWOLD GLIDING CLUB LIMITED

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

Given at Companies House on **6th June 2018**



N11399889Z



Companies House



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

IN01

Application to register a company

005331 / 1460



Companies House

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

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

☒ **What this form is NOT**
You cannot use this form to register
a limited liability partnership. For
this, please use form LL1. You cannot
use this form if any individual is a
partner with significant control or
has applied for protection from
having their details disclosed to the
public register. Contact Companies
House on 0303 1234 567 or visit
companieshouse.gov.uk for a
separate form.

WEDNESDAY
WEDNESDAY



A761MWJL

A05 16/05/2018 #73

COMPANIES HOUSE

A08 02/05/2018 #148

COMPANIES HOUSE

Part 1 Company details

A1 Company name

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

www.companieshouse.gov.uk/info

Please show the proposed company name below.

Proposed company
name in full ①

Cotswold Gliding Club Limited

For official use

111390888

➔ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① Duplicate names

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

A2 Company name restrictions ②

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

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

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance at:
www.gov.uk/companieshouse

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

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

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

③ Name ending exemption

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

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Company type^①

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

① Company type

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

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ^②

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

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

Principal activity description

② Principal business activity

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

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

A6

Situation of registered office ^③

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

③ Registered office

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

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

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

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Registered office address ①

Please give the registered office address of your company.

Building name/number	The Control Tower
Street	Aston Down Airfield
	Cowcombe Lane, Chalford
Post town	Stroud
County/Region	Gloucestershire
Postcode	G L 6 8 H R

① Registered office address

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

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

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

A8

Articles of association ②

Please choose one option only and tick one box only.

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

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

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

A9

Restricted company articles ③

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

☐

③ Restricted company articles

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

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Application to register a company

Part 2

Proposed officers

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

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

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

Secretary

B1

Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title*	Mr
Full forename(s)	David Geoffrey
Surname	Roberts
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

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

② Former name(s)

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

B2

Secretary's service address ③

Building name/number	The Tallett
Street	Ewen
Post town	Cirencester
County/Region	Gloucestershire
Postcode	G L 7 6 B U
Country	UK

③ Service address

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

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

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

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Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	
	Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm		① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
C2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only	
C3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ③		
Registration number		
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.	③ 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.
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title*	Mr
Full forename(s)	David Geoffrey
Surname	Roberts
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X 0 5 1 9 4 5
Business occupation (if any) ⑤	Retired Chartered Accountant

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

Additional appointments

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

D2

Director's service address ①

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

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

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

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

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Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E4.

Title*	Mr
Full forename(s)	Adrian Clifford
Surname	Giles
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Month/year of birth ④	X X m0 m4 y1 y9 y6 y0
Business occupation (if any) ⑤	Pharmacist

① Appointments

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

② Former name(s)

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

③ Country/State of residence

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

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

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

Additional appointments

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

D2

Director's service address ⑥

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

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address

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

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

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

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Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		<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>
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	<p>Is the corporate director registered within the European Economic Area (EEA)?</p> <p>→ Yes Complete Section E3 only</p> <p>→ No Complete Section E4 only</p>	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ②		<p>② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		<p>① Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Governing law		
If applicable, where the company/firm is registered ①		
If applicable, the registration number		

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Part 3**Statement of capital**

Does your company have share capital?

→ **Yes** Complete the sections below.→ **No** Go to **Part 4 (Statement of guarantee)**.**F1****Statement of capital**

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

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

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
---	--	------------------	---	--

Currency table A

		Totals		

Currency table B

		Totals		

Currency table C

		Totals		

	Total number of shares	Total aggregate nominal value ^❶	Total aggregate amount unpaid ^❶
Totals (including continuation pages)			

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

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Application to register a company

F2

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

① Prescribed particulars of rights attached to shares

The particulars are:

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

A separate table must be used for each class of share.

Continuation pages

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

Class of share

Prescribed particulars

①

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

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Application to register a company

F3

Initial shareholdings

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

Please complete the details below for each subscriber.

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

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

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Application to register a company

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 5** People with significant control (PSC).

G1 Subscribers

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

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

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

1 Name

Please use capital letters.

2 Address

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

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) 1	David Geoffrey
Surname 1	Roberts
Address 1	The Tallett, Ewen
	Cirencester
Postcode	G L 7 6 B U
Amount guaranteed 2	£5.00
Class of member (if applicable) 4	

Subscriber's details

Forename(s) 1	Adrian Clifford
Surname 1	Giles
Address 1	24 Saltwood Avenue
	Worcester
Postcode	W R 4 0 J P
Amount guaranteed 2	£5.00
Class of member (if applicable) 4	

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Application to register a company

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	
Surname ①	
Address ②	
Postcode	
Amount guaranteed ③	
Class of member (if applicable) ④	

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

④ Class of members

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

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

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Application to register a company

Part 5

People with significant control (PSC)

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

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

H1

Statement of initial significant control ^①

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

① Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

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

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Individual PSC

H3	Individual's details		<p>① Country/State of residence This is in respect of the usual residential address as stated in section H6.</p> <p>② Month and year of birth Please provide month and year only.</p>
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company		
Title*	Mr		
Full forename(s)	David Geoffrey		
Surname	Roberts		
Country/State of residence ^①	UK		
Nationality	British		
Month/year of birth ^②	<div> <div>X</div> <div>X</div> <div>0</div> <div>5</div> <div>1</div> <div>9</div> <div>4</div> <div>5</div> </div>		

H4	Individual's service address^①		<p>① Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address.</p> <p>If you provide the individual's residential address here it will appear on the public record.</p>
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.		
Building name/number	The Control Tower		
Street	Aston Down Airfield, Cowcombe Lane, Chalford		
Post town	Stroud		
County/Region	Gloucestershire		
Postcode	<div> <div>G</div> <div>L</div> <div>6</div> <div>8</div> <div>H</div> <div>R</div> </div>		
Country	UK		

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H7

Nature of control for an individual^①

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

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^①

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

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

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

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

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

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

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

① Tick each that apply.

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Application to register a company

H9

Nature of control by a trust over which the individual has significant control ^①

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

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

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

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

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

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

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

^① Tick each that apply.

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Individual PSC

H3	Individual's details	
	Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company	❶ Country/State of residence This is in respect of the usual residential address as stated in section H6.
Title*	Mr	❷ Month and year of birth Please provide month and year only.
Full forename(s)	Adrian Clifford	
Surname	Giles	
Country/State of residence❶	UK	
Nationality	British	
Month/year of birth❷	X X 0 4 1 9 6 0	

H4	Individual's service address ❶	
	Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.	❶ Service address This is the address that will appear on the public record. This does not have to be the individual's usual residential address. If you provide the individual's residential address here it will appear on the public record.
Building name/number	The Control Tower	
Street	Aston Down Airfield, Cowcombe Lane, Chalford	
Post town	Stroud	
County/Region	Gloucestershire	
Postcode	G L 6 8 H R	
Country	UK	

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H7

Nature of control for an individual^①

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

① Tick each that apply.

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

H8

Nature of control by a firm over which the individual has significant control^①

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

① Tick each that apply.

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

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

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

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

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

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

IN01

Application to register a company

H9

Nature of control by a trust over which the individual has significant control ^①

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

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

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

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

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

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

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

^① Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

I1	RLE details ^①	
Corporate or firm name		① Registered or principal office address This is the address that will appear on the public record.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		

I2	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	① Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.
Legal form		
Governing law		
If applicable, register in which RLE is entered ^①		
Country/State ^①		
Registration number ^①		

IN01

Application to register a company

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply.

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

14

Nature of control by a firm over which the RLE has significant control ^①

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

① Tick each that apply.

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

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

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

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

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

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

15

Nature of control by a trust over which the RLE has significant control ^①

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

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

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

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

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

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

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

① Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

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

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record.

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply.

Ownership of shares

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

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

Ownership of voting rights

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

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

Ownership of right to appoint/remove directors

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

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

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

J5

Nature of control by a firm over which the ORP has significant control ^①

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

① Tick each that apply.

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

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

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

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

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

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

IN01

Application to register a company

J6

Nature of control by a trust over which the ORP has significant control ¹

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

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

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

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

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

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

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

¹Tick each that apply.

IN01

Application to register a company

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

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

K1 Election to keep secretaries' register information on the public register ^①

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

^① only applies if the proposed company will have a secretary.

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

IMPORTANT:

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

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

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record.

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

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

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

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

IMPORTANT:

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

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

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

K5 Election to keep PSC register information on the public register

IMPORTANT:

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

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

☒ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

^④ Eligible person

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

IN01

Application to register a company

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

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

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ^①

Please tick the box to confirm.

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

^① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies.

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


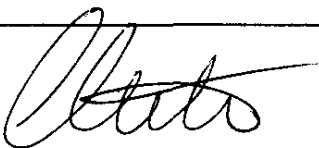
- **No** Go to **Section N1** (Statement of compliance delivered by the subscribers).
- **Yes** Go to **Section N2** (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers ^②

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.

^② **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Subscriber's signature	Signature <input checked="" type="checkbox"/>  <input checked="" type="checkbox"/> D G ROBERTS
Subscriber's signature	Signature <input checked="" type="checkbox"/>  <input checked="" type="checkbox"/> A. E. GILES
Subscriber's signature	Signature <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>
Subscriber's signature	Signature <input checked="" type="checkbox"/> <input checked="" type="checkbox"/>

Continuation pages
Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

IN01

Application to register a company

N2

Statement of compliance delivered by an agent

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

Agent's name

Building name/number

Street

Post town

County/Region

Postcode

Country

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

Agent's signature

Signature

X

X

IN01

Application to register a company



Presenter information

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

Contact name **David Roberts**

Company name

Address **The Tallett**

Ewen

Post town **Cirencester**

County/Region **Gloucestershire**

Postcode **G L 7 6 B U**

Country **UK**

DX

Telephone **01285 770507**



Certificate

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

- ☐ At the registered office address (Given in Section A7).
- ☐ At the agents address (Given in Section N2).



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☒ You have used the correct appointment sections.
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ The document has been signed, where indicated.
- ☒ All relevant attachments have been included.
- ☒ You have enclosed the Memorandum of Association.
- ☒ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.



How to pay

A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse



Where to send

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

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

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

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption

If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

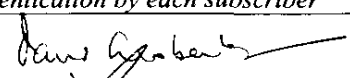
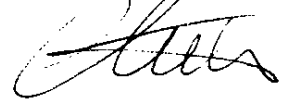
For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

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

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of COTSWOLD GRADING CLUB LTD

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.

<i>Name of each subscriber</i>	<i>Authentication by each subscriber</i>
DAVID GEOFFREY ROBERTS	
ADRIAN CHIFFORD GILES	

Dated 28 APRIL 2018

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

- of -

COTSWOLD GLIDING CLUB LIMITED

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PART 1

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1 Defined terms

In the articles, unless the context requires otherwise:

“AGM” means the Annual General meeting of the Company

“Articles” means the Company’s articles of association;

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

“board” means the Directors of the Company and the Company Secretary.

“Chairman” has the meaning given in Article ;

“chairman of the meeting” has the meaning given in Article ;

“Community Amateur Sports Club” has the meaning ascribed in the Finance Act 2002, the Local Government Act 2003, the Community Amateur Sports Clubs Regulations 2015 and the Corporation Taxes Acts 2010 and 2015

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“Company” means Cotswold Gliding Club Limited

“director” means a director of the Company as defined by the Companies Acts;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form or as a hard copy.

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“hard copy” a document supplied in a paper copy or similar form capable of being read;

“Management Committee” has the meaning ascribed to it in Article 23

“Member” has the meaning given in section 112 of the Companies Act 2006;

“Sporting membership fees and subscriptions” shall mean the fees that are due to the Company by Members in respect of Members’ rights to participate at various levels in the sporting and related activities of the Company, as distinct from being Members by guarantee of the Company;

“officers” includes the directors and the secretary (if any);

“ordinary resolution” An ordinary resolution of the Members of the Company means a resolution passed in general meeting in accordance with Section 282 of the Companies Act 2006;

“participate” in relation to a directors’ meeting, has the meaning given in Article 12;

“proxy notice” has the meaning given in Article 38;

“special resolution” A special resolution of the Members of the Company means a resolution passed in general meeting in accordance with Section 283 of the Companies Act 2006;

“Regulations and Rules ” from time to time adopted by the Company and its Members in accordance with these Articles

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

The use of the masculine gender in the Articles shall be deemed to also mean the feminine gender, as appropriate.

Words importing persons shall include corporations and unincorporated associations

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

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

2 Name and Registered Office

- 2.1 The name of the Company is Cotswold Gliding Club Limited.
- 2.2 The registered office of the Company shall be in England and Wales at a location determined by the directors from time-to-time.

3. Purpose and Objects

- 3.1 The main purpose of the Company is to promote and provide facilities in the Cotswolds and surrounding areas for the amateur sport of gliding and community participation in gliding.
- 3.2 To provide flying facilities, education and instruction in the sport and practice of amateur flying and other matters connected therewith; and
- 3.3 To provide information, assistance, advice and support to Members; and
- 3.4 To organise and subscribe to and assist gliding and flying competitions, expeditions, tours and excursions for Members, their families and friends within the Cotswolds and beyond; and
- 3.5 To provide social and recreational facilities for Members, their families, friends and associates as ancillary to sports activities; and
- 3.6 To be a Community Amateur Sports Club; and
- 3.7 To do all such other things as shall be thought fit by the directors to further the interests of the Company in pursuit of the objects set out in this Article 3, but subject in particular to meeting the requirements of Article 7.

4 Powers

- 4.1 The Company and its directors and officers shall have the powers to do all such lawful things as are consistent with the furtherance of its Purposes and Objects ("the Powers"), or are conducive or incidental to doing so. Without limiting the foregoing, the Company has power:
 - (a) to acquire and operate suitable property including gliders and aircraft of all kinds, aerodromes, landing grounds, buildings and similar facilities;
 - (b) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company, through its directors, may deem necessary or convenient for the promotion of its Purpose and Objects, and to construct, maintain and alter any buildings or structures necessary or convenient for the work of the Company;
 - (c) to affiliate to and carry out functions delegated to it by relevant bodies;

- (d) to develop and nurture relationships between the Company, other recreational and sporting aviation organisations and relevant national and local government bodies and non-governmental organisations;
- (e) to develop and implement strategies for the promotion, marketing and development of the club and the sport;
- (f) to make and vary Regulations, Rules and Standing Orders for Members;
- (g) to organise or subscribe to and assist competitions for gliders and aircraft and to offer prizes at such competitions or otherwise as may be thought fit;
- (h) to establish and promote or to subscribe to or otherwise assist clubs, institutions or associations, whether incorporated or not, having for their objects the dissemination or provision of information or facilities relative to gliders and aircraft or their use or otherwise in any manner to calculate advancing the interests of or to promote the convenience of owners or users of gliders and aircraft;
- (i) to:
 - (i) raise funds;
 - (ii) to open, hold, administer and close bank or building society accounts, as may be thought fit;
 - (iii) deposit or invest funds;
 - (iv) to appoint any trustees or agents to hold, administer and manage on behalf of the Company all or any part of the property and assets of the Company, on such terms as to remuneration or otherwise as may be thought fit;
 - (v) to borrow money for the purposes of the Company's interests on such terms and on such security as may be thought fit;
 - (vi) to lend money for the purposes of the Company's interests on such terms and on such security as may be thought fit;
 - (vii) to sell, let, mortgage or dispose of all or any of the property or assets of the Company as may be thought expedient;
 - (viii) to undertake and execute any trusts which may lawfully be undertaken by the Company and may be conducive to its Purpose and Objects;
 - (ix) to undertake and execute charitable trusts for the benefit of the sport;
 - (x) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;
 - (xi) to employ and remunerate such staff as are necessary for carrying out the work of the Company,
- (j) to provide indemnity insurance for the directors
- (k) generally to subscribe or guarantee money or make gifts for charitable purposes in any way connected with the Purpose and Objects of the Company or for purposes serving its Purposes and Objects;
- (l) to enter into any arrangements with any Government or Authority, supreme, municipal, local or otherwise, that may seem conducive to any of the Purpose and Objects of the Company, or the interests of its Members, and to obtain from any such Government or Authority any rights, privileges and concessions which the Company may think it de-

sirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

- (m) to wind up the Company should the need arise;
- (n) to do all or any of the above things by or through agents or otherwise, and either alone or in conjunction with others; and
- (o) to do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of all or any of the Purpose and Objects stated in Article 3 where the Company has broad authority.

4.2 The income and property of the Company shall be applied solely towards the promotion of its Purpose and Objects and no portion thereof shall be paid or transferred directly or indirectly, overtly or covertly by way of distribution, bonus or otherwise by way of profit to the directors or Members of the Company.

4.3 No director, employee or Member shall be entitled to receive at the expense of the Company any commission, percentage or similar payment from the sale or purchase of the Company's property, goods or services.

4.4 Nothing in Article 4.3 shall prevent the payment in good faith by the Company:-

- (a) of reasonable and proper out-of-pocket expenses to any director, officer, employee or Member; and / or
- (b) of interest on money lent to the Company by a Member or a director of the Company at a rate of interest that does not exceed comparable commercial rates; and / or
- (c) of reasonable and proper remuneration for any asset lent to the Company by any Member or director of the Company; and / or
- (d) of reasonable and proper rent for premises demised or let to the company by any member of the company or by any director; or
- (e) of goods and / or services provided to the Company by a Member or a director provided such goods and / or services are supplied under an agreement authorised by the board of directors and provided any director supplying goods and / or services to the Company shall not on behalf of the Company authorise agreements in which he has an interest; and / or
- (f) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the directors or officers (or any of them) in relation to the Company; and / or
- (g) of any other payments as are permitted by these Articles.

5 Liability of Members

5.1 The liability of each Member is limited to Five Pounds Sterling (£5.00), being the amount that each Member undertakes to contribute to the assets of the Company in the event of it being wound up while he is a Member or within one year after he ceases to be a Member, for the purposes of :

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member; and / or
- (b) payment of the costs, charges and expenses of winding up; and / or
- (c) adjustment of the rights of the contributors among themselves.

PART 2

DIRECTORS' POWERS AND RESPONSIBILITIES

6 Directors' general authority

- 6.1 Subject to the Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

7 Members' reserve powers

- 7.1 The Members may, by special resolution at a General Meeting direct the directors to take or refrain from taking a specified action or actions.
- 7.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution in accordance with Article 7.1.
- 7.3 Members shall be consulted in advance, at a general meeting, of any proposed major decisions that are likely to materially affect the constitution, organisation, structure and conduct of the Company. Major decisions are considered those that may have significant long-term risks and / or consequences, whether potentially favourable or unfavourable, including but not limited to decisions that involve significant long-term commitments and / or investments which cannot be easily reversed by the Members.
- 7.4 Any proposed borrowings by the Company shall be subject to approval by special resolution of the Members in a properly and duly convened General Meeting. The directors shall present to the Members the business case for any proposed borrowings with the notice of meeting. Borrowings shall be deemed to be any form of credit extended to the Company for the acquisition of an asset, taking on a commitment or incurring an expense, other than the use of a Company debit card up to a maximum balance of £2,000 outstanding at any point in time, normal trade credit or normal credit balances owed to Members on Members' accounts and arising from normal Company or club operations.

8 Directors may delegate

- 8.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles, except for the powers to enter into contracts of employment, commitment to borrowings, appointment of the Chief Flying Instructor (if any), disposal of capital assets above £5,000 gross sale value, and the commitment of any capital expenditure above £5,000 gross cost including non-recoverable VAT :
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and

(e) on such terms and conditions;

as the directors think fit.

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

8.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

9 Committees

9.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

9.2 The directors may make Regulations, Rules and Standing Orders of procedure for all or any committees, which prevail over Regulations, Rules and Standing Orders and derived from the Articles if they are not consistent with them.

9.3 The quorum for meetings of any Committee formed pursuant to the provisions of the Articles shall be three or one third of the total number of committee members, whichever is the lesser.

DECISION-MAKING BY DIRECTORS

10 Decisions by directors

10.1 Any decision of the directors shall be either a majority decision or a decision taken in accordance with Article 10.4.

10.2 A decision shall be considered unanimous when all eligible directors indicate to each other by any means that they share a common view on a matter.

10.3 A decision may take the form of a resolution in writing to which each eligible director has indicated written agreement or as recorded in the minutes of a meeting.

10.4 If the directors' votes cast for and against a board resolution are equal the Chairman may exercise a casting vote.

10.5 References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

10.6 A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

11 Directors' meetings

- 11.1 The directors may meet together as a board for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held in each year inclusive of the requirements in Article 11.2.
- 11.2 The Board shall schedule to hold a meeting within the period of two months prior to the AGM to:
- (a) Prepare and agree a report to the Members of the activities of the preceding accounting period; and
 - (b) Approve the annual statutory accounts and other financial information for submission to the Members; and
 - (c) To prepare and agree any proposed changes to membership categories, rights, privileges, obligations, in accordance with Article 17.2; and
 - (d) To prepare and agree any proposed capital investment budget and programme; and
 - (e) To prepare and agree any proposals for borrowings in accordance with Article 7.4; and
 - (f) To agree the notice of meeting including, inter alia, any proposed resolutions and invitations for election to the board
- 11.3 If annual accounts are not available in time for the AGM a further board meeting shall be held when final accounts are available in order to approve them prior to a reconvened AGM.
- 11.4 If due to exceptional reasons further postponement is necessary the board shall make a written report to the Members stating the reason for further postponement and provide a firm date for the AGM.
- 11.5 Any director may call a meeting of the board by giving notice of the meeting to the directors.
- 11.6 Notice of any board meeting must indicate the proposed date, time and location and method of communication during a meeting should not all directors be able to attend at a single location.

12 Participation in directors' meetings

- 12.1 Subject to the Articles, directors participate in a directors' meeting or part of a directors' meeting when:
- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether directors are participating in a directors' meeting it shall be irrelevant where any director is or how they communicate with each other.
- 12.3 If all the directors participating in a meeting are not in the same place they may decide that the meeting is to be treated as taking place wherever any of them is.

13 Quorum for directors' meetings

- 13.1 Subject to Article 13.3, unless a quorum is participating, no proposal shall be voted on at a directors' meeting, except a proposal to call another meeting.
- 13.2 Subject to Article , if the total number of directors for the time being is less than the quorum required, the directors shall not take any decisions.
- 13.3 The quorum shall be three directors except in the event of an emergency operational requirement when the quorum shall be two Directors.
- 13.4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the members to appoint further directors.

14 Chairing of directors' meetings

- 14.1 The Chairman shall be the chairman of the board. The Chairman shall preside as chairman at all meetings of the board at which he is present.
- 14.2 If at any meeting the Chairman is not present within fifteen minutes after the time appointed for the start of the meeting, or wishes not to preside, the directors present shall choose one of their number to be chairman of the meeting. The person so appointed for the time being shall be the chairman of the meeting.
- 14.3 Article 10.4 does not apply if, in accordance with the Articles, the Chairman or other director acting as Chairman of the meeting is not to be counted as participating in the decision-making process for the purposes of a quorum or voting.

15 Conflicts of Interest

- 15.1 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement with the Company which has not previously been declared. Subject to Article 15.3, a director must absent himself from any discussions of the directors in which it is possible that a conflict will arise between his duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
- 15.2 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 15.3 But if paragraph 15.4 applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 15.4 This paragraph applies when:

- (a) the Company by ordinary resolution dis-applies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a meaningful conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- 15.5 For the purposes of this Article, the following are 'permitted causes':
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 15.6 For the purposes of this Article 15, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 15.7 Subject to paragraph 15.8, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any director other than the Chairman is to be final and conclusive.
- 15.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 16 Records of decisions to be kept**
- 16.1 The directors shall ensure the Company keeps a written record for at least 10 years from the date of the recorded decision, of every appointment by the directors and of every unanimous or majority decision taken by the directors and all committees of the board and by the Company at general meetings.
- 16.2 Any such records, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 16.3 The board shall publish a summary of meetings to Members, including any decisions. Confidential items may be redacted.
- 17 Directors' discretion to make further Regulations, Rules and Standing Orders**

- 17.1 Subject to the Articles, the directors may make and amend rules for the conduct and administration of the Company and its activities, that shall be recorded and promulgated as Regulations, Rules or Company Standing Orders.
- 17.2 The directors may from time to time propose to the Members for their approval rules relating to the sporting membership administration of the Company including but not limited to those:
- (a) setting out different categories of Sporting membership of the Company, and / or
 - (b) setting out rights, privileges and obligations of the different categories of Sporting membership, and / or
 - (c) establishing committees to assist the directors in the management operation and administration of the Company, including terms of reference for, and the appointment of persons to committees.
- The directors (or any committee to whom it delegates its powers) shall determine the levels of subscriptions and / or fees to be paid by the different categories of Sporting member.
- 17.3 The directors (or any committee to whom it delegates its powers) shall have the power to make, vary and revoke Regulations, Rules and Standing Orders for the better administration of the Company including, without limitation:
- (a) regulations setting out disciplinary and appeal procedures for Members either in the Members' capacity of guarantors of the Company or participating Sporting Members;
 - (b) child protection policies; and
 - (c) equity and equality policies
 - (d) such other regulations or policies as the board thinks fit.
- 17.4 Company Regulations, Rules and Standing Orders made under Article 17 shall not be in contravention or contradiction of the Companies Acts or the Articles of the Company.

APPOINTMENT OF DIRECTORS AND SECRETARY

18 Members of the board

- 18.1
- (a) A director must be a natural person aged 16 years or over
 - (b) No one may be appointed a director if he or she would be disqualified from acting under the provisions of Article 20.
- 18.2 The number of directors shall be not less three and not more than seven, and shall include:-
- (a) A Chairman with overall responsibility to the Members for leadership and the governance of the Company;

- (b) A Finance Director responsible for all financial, legal, tax, contractual and related matters.
 - (c) Other directors whose titles and roles shall be determined by the board, on the advice of Members, and who in Article 18.4 are referred to as directors 3, 4, 5, 6 and 7.
- 18.3 Each director shall serve for a three year term from the AGM at which he is elected through to the AGM three years after first being elected. Directors shall be eligible to stand for re-election for one further term of three years. Thereafter they shall only be eligible for further election after a gap of not less than twenty one months following the end of their previous period of office as a director.
- 18.4 Elections of directors shall be held so that:-
- (a) The Chairman and directors 3, and 4 shall be shall stand for election/re-election in even numbered years; and
 - (b) The Finance Director and director 5 6 and 7 shall be shall stand for election/re-election in odd numbered years,
- in accordance with Article 18.3
- In the event that the Chairman or the Finance Director does not complete his full three year term of office a replacement Chairman or Finance Director shall be appointed in accordance with Article 19. The replacement's term of office shall be aligned with Article 19.1 (c) after the first election following his appointment.
- 18.5 The election of directors shall be conducted in accordance with Article 22.
- 18.6 All acts carried out in good faith at any meeting of the board or of any committee, or by any person acting as a director, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such person, shall be as valid as if every such person had been duly appointed or had duly continued in office.
- 18.7 If the Chairman ceases to be a director between AGMs the board shall call a Special General Meeting to elect a new Chairman.
- 18.8 The board shall appoint an appropriately qualified person as Company Secretary to take on the statutory responsibilities for a small company embodied in the Companies Acts 2006. The Company Secretary shall be entitled to attend all meetings of the board, all committee meetings and all General and Special Meetings of the Company. The Company Secretary shall not have a vote on the Board, though if he is a Guarantor Member of the Company he shall have voting rights as a Member in General and Special Meetings.
- 18.9 All acts carried out in good faith by a director at any meeting of the board or of any committee, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.
- 19 Replacement director**

- 19.1 If through resignation, incapacity or other reason a director is unable to continue in office, the board may appoint a replacement director providing that:
- (a) At least seven days written notice is given to Members of the nominee and the intention to appoint a replacement director; and
 - (b) No objection is received in writing from at least 10% of the Members entitled to vote, within that period; and
 - (c) The term of office of the replacement director shall correspond with the term of office of the director being replaced, subject to the replacement director standing for and being elected as a director by the Members at the AGM that immediately follows his appointment by the board.
- 19.2 If a valid objection is received in accordance with Article 19.1 (b) the board shall arrange a General Meeting within forty five calendar days following the need for a replacement director to be appointed or elected to enable the Members to elect a new director.
- 19.3 Where more than one director is unable to continue, the vacancy shall be filled by election in accordance with Article 22.

20 Termination of director's appointment

- 20.1 Without prejudice to the provisions of Section 168 of the Companies Act 2006 a person ceases to be a director as soon as one or more of the following occurs:
- (a) by virtue of any provision of the Companies Act 2006 or is prohibited by law from being a director;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made by a director with the director's creditors generally in satisfaction of the director's debts;
 - (d) a registered medical practitioner who is treating the director gives a written opinion to the Company stating that that director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (e) by reason of that director's mental health, a court makes an order which wholly or partly prevents the director from personally exercising any powers or rights which the director would otherwise have;
 - (f) unless the board resolves otherwise, the director shall without sufficient reason for more than three consecutive board meetings have been absent without permission of the board.
 - (g) that person ceases to be a Member or notification is received by the Company that the director is resigning from office, and such resignation has taken effect in accordance with its terms.
- 20.2 A person serving as Chairman, Vice-Chairman or Finance Director who is removed from office as a director for whatever reason shall be deemed to have resigned from his position as Chairman, Vice-Chairman or Finance Director (as appropriate) and the vacancy shall be filled in accordance with

these Articles.

21 Directors' remuneration and expenses

- 21.1 Directors are not entitled to remuneration. Directors may claim reasonable and properly authorised expenses in accordance with Article 4.4 (a).

22 Elections of directors

- 22.1 Members shall be entitled to vote at the AGM or other General Meetings providing that they are entered on the Company register as Members (by guarantee) and they have paid their Sporting membership fees and subscriptions by not less than 48 hours before the AGM or other General Meeting.
- 22.2 Any Member as defined in Article 26 may nominate another Member to be a director providing that the person nominated has been a Member for at least 11 months.
- 22.3 Nomination of a director shall be made on the form prescribed from time-to-time by the directors, signed by the nominee and accompanied by a duly signed Fit and Proper Person form in accordance with Community Amateur Sports Club rules or their equivalent. Any nomination must be seconded by another Member entitled to vote. Members may nominate or second only one candidate for each post.
- 22.4 Nomination forms shall be sent to Members with the notice of the AGM or other General Meeting in accordance with Article 29. The form shall be completed and returned to the Registered Office of the Company not later than the date determined by the directors, or in absence of a determination not less than 3 days prior to the AGM or other General Meeting.
- 22.5 If there are the same number of candidates as there are vacancies for directors other than Chairman and Finance Director, those candidates shall be declared elected unopposed at the AGM. (Unless at that meeting a member requests a vote in relation to such candidates. Such candidate shall not be elected to post if not approved by such vote.) In the event of there being more nominations than vacancies, there shall be a vote at the AGM or other General Meeting. The results of any such election shall be announced by the board.
- 22.6 A ballot shall take place at the AGM on voting forms. The votes shall be counted by two Members appointed by the Chairman of the meeting.

MANAGEMENT COMMITTEE

23 Management Committee composition

- 23.1 The operation and administration of the Company may be undertaken by a Management Committee consisting of:
- (a) Then directors of the Company who shall be voting members of the Management Committee; and
 - (b) The Company Secretary; and

- (c) Up to eight Members, including the Chief Flying Instructor (if any), appointed by the directors.

24 Management Committee meetings

- 24.1 Meetings shall be open to Members to attend as observers, subject to Article 24.3. They may not speak or take part unless their participation is arranged in advance of the meeting with the Chairman. The Chairman shall have full discretion to allow or not allow participation by anyone who is not a member of the Management Committee.
- 24.2 Minutes of the Management Committee meetings shall be made available to the Members promptly following a meeting.
- 24.3 In the event that the Management Committee needs to consider confidential matters the Chairman or other directors may declare a meeting or part of a meeting to be a closed meeting, giving a brief reason.

PART 3

MEMBERS AND GENERAL MEETINGS

MEMBERS

25 Types of membership

- 25.1 Subject to Articles 25.2 to 25.5, the directors shall establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 25.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 25.3 The rights attached to a class of membership may only be varied if:
 - (a) Three-quarters of the members of that class consent in writing to the variation; or
 - (b) A special resolution agreeing to the variation is passed at a separate general meeting of the Members of that class.
- 25.4 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.
- 25.5 The directors must keep a register of names and addresses of the members

26 Application for membership

- 26.1 Membership of the Company shall be open to anyone interested in the sport on application, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. However, limitation of membership according to available facilities is allowable on a non-discriminatory basis.

- 26.2 The Company may have different categories of membership and sporting subscriptions on a non-discriminatory and fair basis. The Company shall keep subscriptions at levels that will not pose a significant obstacle to people participating.
- 26.3 The Company's directors may refuse an application for membership, or remove it, only for good cause such as conduct or character likely to bring the Company or sport into disrepute. Appeal against refusal or removal may be made to the Members as set out in the Company's 'Complaints and Disciplinary Procedures'.
- 26.4 Pursuant to Article 3 the Company may offer limited access to the Company's facilities to third parties and third party organisations associated with or affiliated to the Company. In addition the Company may, at its discretion, admit to membership such organisations. Each such organisation shall appoint an individual, and alternate, to represent it and vote on its behalf at meetings of the Company. The organisation's representative shall have one vote. The Company can end the membership by giving appropriate notice to the organisation.

27 Conditions of membership

- 27.1 All Members are subject to the Regulations, Rules and Standing Orders of the Company.
- 27.2 Members shall pay all membership fees and subscriptions appropriate to their membership category and as set and on terms determined by the board or the Management Committee.

28 Termination of membership and Member's misconduct

- 28.1 A Member may withdraw from membership of the Company by giving not less than 7 days' written notice to the Company.
- 28.2 Membership is not transferable to any other person or organisation.
- 28.3 A person's membership terminates when that person dies or he remains untraceable after a period of at least 11 months or his membership subscription remains unpaid more than six months after it becomes due and payable.
- 28.4 Membership of the Company may be withdrawn from any Member, as set out in the Company's 'Complaints and Disciplinary Procedures'
- 28.5 The directors or the Management Committee, if authorised by a specific delegation from the board, may caution, temporarily suspend, require the resignation of, or expel a Member if, in their opinion, that Member is guilty of conduct detrimental to the interests of the Company. Such improper conduct shall include but not be limited to:
- (a) A grave breach of the Company's Articles, Regulations, Rules or Standing Orders; and / or
 - (b) A proven breach of applicable civil aviation law; and / or
 - (c) Criminal damage to Company assets or facilities; and / or
 - (d) A criminal conviction

- (e) Offensive behaviour; and / or
- (f) Prolonged failure to settle amounts properly due to the Company

28.6 The Company shall maintain a 'Complaints and Disciplinary Procedures' policy and documentation.

ORGANISATION OF GENERAL MEETINGS

29 Notice of and calling general meetings

- 29.1 General Meetings shall be called with at least 21 clear days' written or electronic request.
- 29.2 A General Meeting shall be called at any time by the directors or shall be called on a written or electronic request to the Directors or the Secretary acting on behalf of the some or all of the directors, or from not less than 5% of the Members eligible to vote at the time of the request.
- 29.3 On receipt of a written or electronic request made pursuant to Article 29.1 or 29.2 the Board shall call a General Meeting within 21 days and the General Meeting shall be held not more than 21 days after the date of the notice calling the General Meeting.

30 Annual General Meeting (AGM)

- 30.1 The Company shall hold an AGM every calendar year on or before the end of the fourth month following the Company's accounting date at such time and place as may be determined by the Board. So long as the Company holds its first AGM within 18 months after its incorporation it need not hold it in the calendar year of its incorporation or in the following calendar year.
- 30.2 Members shall be provided with 21 clear days notice of the place, date and time of the AGM by post or electronic means to be accompanied by the agenda for the meeting, the texts of any proposed resolutions and nomination forms for persons standing for election as directors.
- 30.3 The AGM shall be held for the following purposes:
 - (a) to receive from the board the Company's annual statutory accounts and financial report. The statutory accounts and financial report shall be made available to members at least 7 days prior to the AGM; and
 - (b) to receive the report of the auditors (if an audit has been requested by the Members); and
 - (c) to receive from the board a report of the activities of the Company for the previous financial period; and
 - (d) to receive and vote upon the directors' proposed income and expenditure budget for the accounting period in which the AGM is held; and
 - (e) to receive and vote upon the directors' proposed capital expenditure programme and budget for the financial year in which the AGM is held and the following two financial years; and
 - (f) to elect directors in place of those retiring or departed; and
 - (g) to transact such other business as specified in the meeting agenda.

30.4 If the annual accounts for the previous financial period are not available at the time of the AGM the Finance Director or nominated deputy shall present a financial summary to enable Members to make a judgment regarding the financial state of the Company.

30.5 If Article 30.4 is invoked the Board shall arrange a reconvened AGM to take place no later than six months following the Company's accounting date.

31 Quorum for General Meetings

31.1 A quorum shall be not less than one tenth (10%) of the Members either present in person or by duly executed proxy.

31.2 No business other than the appointment of the Chairman of the meeting shall be transacted at a General Meeting if the persons attending do not constitute a quorum.

32 Chairing General Meetings

32.1 The Chairman shall chair general meetings or may nominate a deputy. If the Chairman is absent, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the same, the directors present shall determine who shall preside.

32.2 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

33 Attendance and speaking by Members at general meetings

33.1 A Member can exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.

33.2 A Member is able to exercise the right to vote at a general meeting when:

- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

33.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

33.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

33.5 Two or more Members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

34 Attendance and speaking by non-members at general meetings

- 34.1 The Chairman of a general meeting may permit, at his sole discretion, other persons who are not Members of the Company to attend and speak at a general meeting.

35 Adjournment of a general meeting

- 35.1 If the Members present in person or by valid proxy at a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting shall adjourn it.
- 35.2 The Chairman of the meeting may adjourn a general meeting at which a quorum is present if;
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 35.3 The Chairman of the meeting shall adjourn a general meeting if directed to do so by a simple majority of Members at the meeting.
- 35.4 When adjourning a general meeting, the Chairman of the meeting shall:
- (a) either specify the time and place to which it is adjourned or state that it shall continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the Members.
- 35.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it excluding the day of the adjourned meeting and the day on which the notice is given.
- 35.6 No business shall be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place provided that if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting a minimum of 12 Members eligible to vote shall constitute a quorum.

VOTING AT GENERAL MEETINGS

36 Voting: general

- 36.1 Every voting Member shall be entitled to receive notice of and attend general meetings and, with the exception of Members less than 16 years of age and Temporary Members, cast one vote either in person at the meeting or by proxy.
- 36.2 A resolution put to the vote of a general meeting shall be decided on a show of hands including votes lodged by valid proxy unless a poll is duly demanded in accordance with Article 37.

36.3 An ordinary resolution shall be decided by a simple majority of votes cast including votes lodged by valid proxy. In the event of an equal number of votes cast for and against the resolution it shall be considered defeated. The Chairman of the meeting does not have a casting vote.

36.4 A resolution to amend the Articles shall require a special resolution and shall require not less than a 75% majority of votes cast including votes lodged by valid proxy in favour of the resolution for it to be passed. In the event of the number of votes cast for the resolution being exactly 75% the resolution shall be considered defeated. The Chairman of the meeting does not have a casting vote.

37 Poll votes

37.1 A poll on a resolution may be demanded at a general meeting, either before a show of hands and proxies on that resolution or immediately after the result of a show of hands and proxies on that resolution is declared.

37.2 A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) two or more Members having the right to vote on the resolution.
- (c) a Member or Members representing not less than one tenth of the total voting rights of all the Members present and by proxy having the right to vote on the resolution.

37.3 The Chairman of the meeting shall appoint two persons present to act as scrutineers of the poll.

38 Proxy notices

38.1 A Member who is unable to attend any meeting of the Company may vote by proxy. Valid proxies shall only be appointed by a notice in writing or electronically which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) if in writing is signed by the Member appointing the proxy or if sent electronically clearly is from the Member;
- (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

38.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

38.3 Proxy notices may specify how the proxy appointed under the notice is to vote, or that the proxy is to abstain from voting on one or more resolutions.

38.4 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

39 Amendments to resolutions

39.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (a) notice of the proposed amendment is given to the Company in writing by a Member entitled to vote at the general meeting at which it is to be proposed not less than 7 days before the meeting is due to take place (or such later time as the Chairman of the meeting may determine) ; and
- (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of or negate the resolution.

39.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error on the resolution.

39.3 With the consent of the Chairman of the meeting an amendment or resolutions may be withdrawn by its proposer at any time before the resolution is voted upon.

39.4 If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

40 Financial year, fees and subscriptions

40.1 Unless determined otherwise by the Members in general meeting the Company's initial financial period shall end on 30th September.

40.2 Sporting membership fees and subscriptions shall be due annually in advance on 1st October each year. The directors may determine a different date subject to consultation with the Management Committee and / or Members.

40.3 The board shall decide categories of membership and the relevant fees and subscriptions for a future period or periods not later than two weeks prior to the proposed date of any change(s). Any changes may be communicated to Members by electronic means.

41 Accounts

- 41.1 The directors shall prepare accounts for each financial year or period as required by the Companies Acts. The accounts shall be prepared to show a true and fair view and follow Financial Reporting Standards and Generally Accepted Accounting Practice.
- 41.2 The directors must keep accounting records as required by the Companies Acts.

42 Means of communication to be used

- 42.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 42.2 The normal means of communication to members shall be electronic with the exception of communication described in Articles 42.3 and 42.4.
- 42.3 The notice of the AGM or a general meeting shall be sent by post or electronically together with nomination forms for any elections to be held at that AGM or a General Meeting.
- 42.4 If a Member wishes to receive all communications by post he shall make a written request to do so.
- 42.5 The applicable address shall be in the Member's address as it appears in the register of members or by using electronic communications to an address for the time being notified to the Company by the Member eligible to vote.

43 No right to inspect accounts and other records

- 43.1 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member. This restriction does not preclude Members having access to operational rules and procedures, manuals and similar essential material.

44 Property and funds

- 44.1 The property and funds of the Company shall not be used for the direct or indirect private benefit of Members other than as reasonably allowed by these Articles and in accordance with Members' rights having paid for the use of property and facilities, and all surplus income or profits of the Company are reinvested in the Company. No surpluses or assets shall be distributed to Members or third parties.
- 44.2 The Company may provide sporting and related social facilities, sporting equipment, coaching, courses, insurance cover, medical treatment, competition expenses, refreshments and other ordinary benefits of Community Amateur Sports Clubs as provided for in the Corporation Tax Act 2010 and the Community Amateur Sports Clubs Regulations 2015.

44.3 The Company may also in connection with the sport's purposes of the Company:

- (a) sell and supply food, drink and related sports clothing and equipment;
- (b) engage Members and remunerate them for providing goods and services on fair terms set by the directors without the person concerned being present. Members may only be remunerated for 'playing sport' according to the limits and conditions set out in the CASC rules.
- (c) pay for reasonable hospitality for visiting representatives and guests of the Company.
- (d) indemnify the board and Members acting properly in the course of the running of the Company against any liability incurred in the proper running of the Company (but only to the extent of the assets).

45 Disability discrimination and child protection

45.1 The directors shall have due regard to the law on disability discrimination and child protection.

46. Company Regulations, Rules and Standing Orders

- 46.1 Only the Members in a general meeting may from time to time adopt, make, vary and revoke Regulations, Rules and Standing Orders and which have been adopted, made, varied or revoked previously by the board.
- 46.2 The creation, variation and revocation of the Regulations, Rules and Standing Orders will only be passed by a vote of a simple majority of the Members present or by proxy and voting at a general meeting.
- 46.3 Regulations, Rules and Standing Orders made pursuant to Article 46.1 must be compliant with the Companies Acts and these Articles in order to be valid.
- 46.4 Interpretation of all the Regulations, Rules and Standing Orders must be consistent with the statutory requirements for CASCs (which means Community Amateur Sports Clubs as first provided for by the Finance Act 2002).

DIRECTORS' INDEMNITY AND INSURANCE

47 Indemnity

- 47.1 Subject to Article 4.1(j) and 4.4 (f), a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
 - (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

- (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Company or an associated company.

47.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

47.3 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any director or former director of the Company or an associated company.

48 Directors' and Officers' Liability Insurance

48.1 The directors may, at the expense of the Company, purchase and maintain insurance for the benefit of any relevant director and other officers of the Company in respect of any relevant loss.

48.2 A “relevant loss” means any loss or liability which could or may be incurred by a director or officer in connection with that director's or officer's duties and / or powers in relation to the Company.

DISSOLUTION

49 Dissolution of Company

49.1 The Members may vote to wind up the Company at a General Meeting called for the purpose and having given at least one calendar month's notice to Members. Subject to the minimum quorum as set out in Article 31.1 the Company shall be wound up if not less than three quarters of those Members present and by valid proxy vote to support the proposal.

49.2 In the event of the Members voting to wind up the Company the directors shall be responsible for the orderly winding up of the Company's affairs.

49.3 After settling all valid liabilities of the Company, the board shall dispose of the remaining assets either to one or more of the following:

- (a) to another company with similar sports purposes which is a registered CASC, and/or
- (b) to the Company's governing body for use by it for related community sports, and/or
- (c) to another company with similar sports purposes which is a registered charity