

**IMPORTANT NOTE**

THIS IS A TRANSCRIPTION OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION FILED WITH COMPANIES HOUSE. WHILST EVERY EFFORT HAS BEEN MADE TO ENSURE ACCURACY, THE DEFINITIVE DOCUMENT IS THE PRINTED COPY HELD AT THE COMPANY'S REGISTERED ADDRESS OR THE ONLINE VERSION AT COMPANIES HOUSE. ANY ERRORS INCLUDING PUNCTUATION AND SPELLING IN THE ORIGINAL DOCUMENT HAVE BEEN REPLICATED SO FAR AS POSSIBLE.

DEPARTMENT OF TRADE  
LICENSE granted by the Secretary of State  
pursuant to section 19 (1) of the Companies Act, 1948

WHEREAS it has been proved by to the satisfaction of the Secretary of State for Trade that THE TRANSPORT TRUST

an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesooever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its in its Memorandum of Association at the no portion thereof shall be paid or transferred, directly or indirectly, by way of a dividend or bonus to the members of the said Association

NOW, THEREFORE, in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association have subscribed by the SEVEN members thereof on the THIRD day of JUNE 1980, and on the conditions annexed hereto, the Secretary of State in exercise of his powers under subsection (1) of the said Section 19, does by this licence direct that THE TRANSPORT TRUST

be registered as a company with limited liability, without the addition of the word "Limited" to its name.

SIGNED this NINTH day of JULY 1980

PE Carlyle  
Authorised by the Secretary of State

1 No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles for the time being in force, unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.

2 No addition, alteration or amendment shall be made to or in clause four or seven of the Memorandum of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Secretary of State for Trade.

THE COMPANIES ACT, 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

OF  
THE TRANSPORT TRUST

1. The name of the Company (hereinafter called "the Trust") is " THE TRANSPORT TRUST".
2. The registered office of the Trust will be situate in England.
3. The Trust is established for the purpose of promoting the permanent preservation for the benefit of the Nation of: –
  - (A) transport relics of historical interest showing the evolution and development of all forms and aspects of transport by road, rail, water and air, and of
  - (B) books, drawings, records, documents, sound and visual recordings, cinematograph films and photographs relating to such forms and aspects of transport as aforesaid.

And in furtherance of the above objects but not further or otherwise the Trust shall have the following powers: –

- (i) to take over the whole of the assets and liabilities of the transport Trust Steps as may be necessary for that purpose.
- (ii) to manufacture, produce, print, engrave, publish, edit, distribute, buy, sell and deal in newspapers, periodicals, posters, leaflets, books, booklets, maps, guides, calendars, films, film strips, photographs, records, record card prints, art works and other visual and audial aid material provided that the Trust shall not engage in any activities which are in the nature of permanent trading.
- (iii) to acquire by gift, devise, purchase, lease, hire or otherwise, any real or personal property, and any estate or interest therein, and any rights or privileges necessary or convenient, or capable of being used or applied for any of the purposes of the Trust, and to sale, lease, lend or dispose of, or otherwise deal with all or any part of the same in such manner as may be thought expedient with a view to the promotion of the objects of the Trust.
- (iv) to accept any bequest, devise, gift or donation whatsoever (whether of money or of property of any description) towards the objects of the Trust, and to apply the same or the proceeds of sale or realisation thereof to the objects of the Trust, or to invest the same or such proceeds, and to apply the income arising therefrom, for any of the objects of the Trust.

- (v) generally to obtain money for the objects of the Trust in any lawful manner, and to invest, apply or deal with the same in such lawful manner as may be considered most desirable for affecting such objects.
- (iv) to invest any moneys of the Trust not immediately required for its purposes in or upon such investments securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being be imposed or required by law and subject also as hereinafter provided.
- (vii) to borrow or to raise money and for the purpose of securing any debt or obligation of the Trust to mortgage or charge all or any part of its property and assets, present or future.
- (viii) to apply for, petition or promote any Act of Parliament, Royal Charter or other authority with a view to the attainment of the above objects or any of them.
- (ix) to aid and co-operate with any charitable association, society or corporation in Great Britain or Northern Ireland having amongst its objects the permanent preservation of any transport relics or other material or things the preservation of which is included within the objects of the Trust.
- (x) to subscribe, make donations or make loans to any such association, society or corporation as aforesaid with a view to obtaining any advantages or benefits for or promoting the objects of the Trust.
- (xi) to maintain and manage, or to assist in the maintenance or management of, charitable museums or other premises for the purpose of the preservation or public exhibition of transport relics, books, drawings, records, documents, sound and visual recordings, cinematograph films and photographs as aforesaid and to act in any Trust for or as trustee of any property devoted to such purposes.
- (xii) to do all such other lawful things as are necessary to the attainment or furtherance of the above objects.

PROVIDED THAT: –

- (1) In case of the Trust shall take or hold any property which may be subject to any trusts, the trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (2) The objects of the Trust shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (3) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Trust shall not sell, mortgage,

charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Council of Management or Governing Body of the Trust shall be chargeable at any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

(4) The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no member of its Council of Management or Governing Body shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that's nothing hearing shall prevent any payment in good faith by the trust.

(a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a member of its Council of Management or Governing Body) for any service rendered to the Trust;

(b) of interest on money lent by any Member of the Trust (or its Council of Management or Governing Body) not exceeding two per cent per annum less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;

(c) all reasonable and proper rent for premises demised or let by any member of the Trust or its Council of Management or Governing Body;

(d) to any member of its Council of Management or Governing Body of out-of-pocket expenses;

(e) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the members is limited

6. Every member the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for the payment of debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One pound.

7. If upon a winding up or dissolution of the Trust there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as it is imposed on the Trust under or by virtue of Clause 4 hereof, such charitable institution or institutions to be determined by the members of the Trust at or before the time of dissolution, or in default thereof by the Secretary of the National Council for Voluntary Organisations for the time being, and if and so far as effect cannot be given to such provision then to the National Trust for Places of Historic Interest or Natural Beauty, or some other charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

[Signed by all the following]

The Hon. William Hepburn McAlpine  
40 Bernard Street  
London WC1  
Company Director

Peter Forster Manisty  
2 Cleaver Square  
London SE11 4DW  
Captain, Royal Navy

Ian Allen  
The Jetty  
Middleton-on-Sea  
West Sussex  
Company Director

Thomas Bernard Hill  
6 Chapman Crescent  
Kenton, Middlesex  
Civil Engineer

George William Brian Lacy

7 Wilmington Close  
Hassocks, Sussex BN6 8QB  
Civil Servant

David Frederick Ogilvy  
Trees, 116 Bucknalls Lane  
Garston, Watford, Herts  
Aviation Museum Manager

David Treharne Morgan  
7 Cheyne Place  
London SW3  
Solicitor

DATED the 3rd day of June 1980

WITNESS to the above Signatures: –

[Signed]  
Michael William Lindsay – Smith  
36 Carisbrooke House  
Courtlands

THE COMPANIES ACTS, 1948 TO 1976

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

Articles of Association  
of  
THE TRANSPORT TRUST

GENERAL

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

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act 1948.
These presents	The Articles of Association and the regulations of the Trust from time to time in force.
The Trust	The “Transport Trust”.
The Council	The Council of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The Common Seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar Month.
In Writing	Written, printed or lithographed or partly one and partly another and the modes of representing or reproducing words in a visible form.
Member	An individual member (Including a life member), corporate member and an honorary life member.

And words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Subject as aforesaid, and words or expressions defined in the Act or any statutory modifications thereof in force at the date on which these presents become binding on the



Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

#### MEMBERSHIP

2. The number of members with which the Trust is proposed to be registered is unlimited.

3. The provisions of Section 110 of the Act shall be observed by the Trust and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.

5. The members of the Trust shall be the persons who subscribed to the Memorandum of Association, every person who the date of incorporation of the Trust is a member of the unincorporated Trust known as "The Transport Trust" and who within twelve months after the incorporation of the Trust deposits at the office a written request to become a member and such other persons as the Council shall admit to membership.

6. The Trust shall consist of President, Vice-Presidents, Honorary Life Members, Individual Members and Corporate Members. The President and Vice-Presidents shall be chosen and removed by the Council as the occasion arises.

7. Any individual who supports the objects of the Trust shall be eligible for admission as a Member, provided that he or she has attained 18 years of age.

8. (a) Any body corporate supporting the objects of the Trust shall be eligible for admission as a Corporate Member. A Corporate Member shall be entitled to appoint one representative, and any such representative shall be entitled to exercise on its behalf the same voting and all other rights as an Individual Member, and shall, by virtue of his appointment as such representative be eligible for election or appointment to any office of the Trust or to membership of the Council.

(b) No firm or other unincorporated association may as such become a member of the Trust, but if any firm or other unincorporated association which would, if incorporated, have been eligible for membership, should desire to obtain the advantages of membership it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application form as its representative and exercise the rights of membership on its behalf. Every person so nominated who is admitted to membership shall have the same rights and be subject to the same incidents and liabilities as any other Individual Member, except that if his nomination is revoked by the body nominating him he shall forthwith cease to be a member of the Trust.

9. The Council may also admit individuals who have rendered outstanding service to the cause of Transport Preservation to Honorary Life Membership, and such

persons, being duly admitted, shall enjoy all the privileges of membership (including the right to vote) except that they shall not by virtue of their Honorary Life Membership alone be deemed to be members of the Trust for the purposes of the registration within meaning of Article 2 of these presents be on the Register of Members of the Trust or be under any liability for the debts and liabilities of the Trust.

10. Every person wishing to join the Trust and eligible for election as a Member, must apply in writing and shall deposit along with such application his first annual subscription which shall be returned in the event of non-election by the Council.

11. Members may resign by notice in writing or may be removed by a majority of those present and voting at a duly convened meeting of the Council. Provided always but no member shall be removed unless: –

(a) He has conducted himself in a manner which in the discretion of the Council is prejudicial to the interests of the Trust or unfits him for membership of the Trust, or has by any act or conduct made known to the Council that he is no longer in sympathy with the aims and objects of the Trust as declared in Clause 3 of the Memorandum.

(b) Such member shall have had at least 28 days' notice in writing of the date of the meeting and of the grounds upon which his removal is sought.

(c) Such member has had an opportunity of stating his case to, and defending himself before the Council and

(d) Each member of the Council shall have had at least 28 days' notice prior to the meeting that the business of the day will be or include the question of the removal of a member or members.

12. The Council may from time to time prescribe the rates of payment of such sums of money by way of annual subscriptions by members of all classes for the Trust and may from time to time prescribe such sum the payment of which shall make a person a Life Member of the Trust. After payment of a Life Membership subscription the Life Member shall be entitled to all the privileges of membership without any further payment by him, but shall be subject to all the obligations of membership and otherwise by an ordinary individual member. Provided always that no increase in the rate of annual subscription shall be effectual unless approved by the Trust in General Meeting.

#### GENERAL MEETINGS

13. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual

General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year. All General Meetings, other than the Annual General Meetings, shall be called Special General Meetings.

14. The Council may whenever they think fit convene a Special General Meeting, specifying the nature of the business to be conducted thereat. In addition and without prejudice to the provisions of Section 132 of the Act as to the requisitioning of meetings, a Special General Meeting may be convened by a signed requisition of not less than one hundred members. Special General Meetings shall be held in London.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case of both the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust, but with the consent of all Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give notice of meeting or to send any voting or other ballot paper or other document to, or the non-receipt of such notice, voting or ballot paper or other document by, any person entitled to receive such notice, voting or ballot paper or other document, shall not invalidate any resolution passed, or preceding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at a Special General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, other reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and fixing of the remuneration of, the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twenty members or representatives of Corporate Members personally present shall be a quorum.

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Council may invite the President or a Vice-President to occupy the Chair at General Meetings. Otherwise the Chairman of the Council shall occupy the Chair at General Meetings, but if there is no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the Chair, they shall choose some member of the Trust who shall be present to preside.

21. The Chairman of a General Meeting at which a quorum is present may (and shall if so directed by the Meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least five members present in person or by proxy, or by a member or members present in person or by proxy representing one tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the Minute Book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of the Article immediately succeeding this Article, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No pole shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

27. Subject as hereinafter provided, every member shall have one vote. A Corporate Member shall have one vote which shall be exercisable by its representative.

28. Save as in herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and every and other sum (if any) which shall be due and payable to the Trust in respect of his membership shall be entitled to vote on any question either personally, through its representative, or by proxy at any General Meeting.

29. Votes may be given on a poll either personally or by proxy. A member present only by proxy may vote on a show of hands. A Corporate Member may vote by its duly authorised representative as provided by Section 139 the Act or by proxy. Proxy need not be a member.

30. The instrument appointing a proxy shall be in writing under hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf. In the case of a representative of a Corporate Member, any proxy shall be appointed by the member itself or its attorney and not by the representative.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit: –

“I  
of  
a member of  
hereby appoint  
of  
and failing him,  
of

To vote for me and on my behalf at the (Annual or Special, or Adjourned, as the case may be) General Meeting of the Trust to be held on the    day of            and at every adjournment thereof.

As witness my hand this    day of    19    .”

The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### BALLOT PROCEDURE

34. If there shall be more candidates than vacancies for membership of the Council the election shall be made by ballot in accordance with these presents and a result of the ballot shall be announced at the Annual General Meeting. If the number of candidates for election is equal to or less than the number of vacancies to be filled, all candidates will be deemed to have been elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the election of a candidate shall have been put at the meeting and lost.

35. If a ballot shall be necessary for the election of membership to the Council, the Secretary shall cause the names of all candidates together with the names of their proposers and together with a short biography of all candidates and together with such other information as the Council may require to be entered into ballot papers in form approved by the Council which shall be sent to all members entitled to vote on such ballot.

36. One ballot paper shall be sent to each member including corporate members and ballot papers shall be dispatched not less than fourteen days before the Annual General Meeting.

37. A member shall be entitled to vote in favour of as many candidates as there shall be vacancies to be filled upon the Council, but a member shall not be entitled to vote more than once for a candidate.

38. Properly completed ballot papers received at the General Office of the Trust or such other place as may be determined by the Council not later than ninety-six hours before the time fixed for the General Meeting at which the result is to be declared shall alone be taken into account. In the event of a ballot failing to determine the number of candidates because of an equality of votes, the candidate or candidates to be elected from those having an equal number of votes shall be chosen by a lot.

#### COUNCIL OF MANAGEMENT

39. The number of the elected members of the Council shall be not less than 5 and not more than 14. The first members of the Council shall be : –

The Hon. W.H. McAlpine, Mr. Ian Allan, Mr. A.J. Boston, Mr. T.B. Hill, Mr. B. Lacy, Captain P.F. Manisty, Mr. D.T. Morgan and Mr. D.F. Ogilvy.

40. The Council may from time to time and at any time appoint any member of the Trust or representative of a Corporate Member as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed before the Second Annual General Meeting of the Trust shall retain his office only until the Second Annual General Meeting. Any member so appointed shall be eligible for re-election.

41. No person who is not a member or representative of a Corporate Member of the Trust shall in any circumstances be eligible to hold office as a member of the Council.

42. Section 185 of the Act shall be read as if the age therein mentioned was seventy-eight and, therefore, no person shall be appointed a member the Council of the Trust who has attained the age of seventy-eight, and a Council member shall vacate his office the next Annual General Meeting after he attains the age of seventy-eight, and in respect of such vacation of office no provision contained in these Articles for automatic re-appointment of retiring Council Members in default of another appointment shall apply but any such vacancy may be filled as a casual vacancy. Provided always that a person may be appointed a Council Member at any age and a Council Member they continue in office after attaining any age and shall not be required to retire upon attaining any age and shall not be required to retire upon attaining the age of seventy-eight as aforesaid, if his appointment or continuance as a Council Member is approved by the Trust in General Meeting and special notice has been given of the resolution appointing him or approving his appointment and such notice to the Trust and by the Trust to its members has stated the age of the person to whom it applies.

#### POWERS OF THE COUNCIL

43. The business of the Trust shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and on behalf of the Trust all such acts as may be exercised and done by the Trust and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, and to the provisions of the statutes for the time being in force and affecting the Trust.

44. Without prejudice to other powers given by these Articles the Council may exercise all the powers of the Trust to borrow money, and to mortgage or charge its undertaking and property or any part thereof, to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Trust.

45. The Council shall have the power from time to time to adopt and make, alter or revoke by-laws for the regulation of the Trust and otherwise for the furtherance of the purposes for which the Trust is established, provided that such by-laws are not repugnant to the Memorandum or Articles of Association. All such by-laws for the time being in force shall be binding upon all members until the same shall cease to have effect as hereinbefore provided or shall be varied or set aside by a special resolution of the Trust.

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

#### SECRETARY

47. Subject to Section 21 (5) of the Companies Act 1976, the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum of Association as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 177 and 179 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the Secretary should there be no Secretary or no Secretary capable of acting. The Secretary if not in receipt of remuneration shall be ex-officio a member of the Council.

#### TREASURER

48. The Council may from time to time appoint a Treasurer or Honorary Treasurer, determine his powers and duties, fix his salary if any, and at their discretion remove or suspend him from office. The Treasurer or Honorary Treasurer if not in receipt of remuneration shall be ex-officio a member of the Council.

49. The Council also at any time appoint a temporary substitute for the Treasurer, who shall for the purpose of these Articles be deemed to be the Treasurer.

50. All moneys payable to the Trust shall be received by the Treasurer or such other officers of the Trust or such Bank as the Council shall appoint to receive the same. The receipt of the Treasurer or such other officer or Banker shall be a sufficient discharge.

#### BANKERS

51. A banking account shall be kept in the name of the Trust. It may be kept at such Bank or Banks as the Council shall from time to time appoint, and cheques shall only be drawn, signed and endorsed in such manner, and by such person or persons as the Council shall from time to time direct.

#### THE SEAL

52. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be affixed in their presence, and in favour of any



purchaser or person at the time dealing with the Trust such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. A Register shall be kept of such dealings.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

53. The office of a member of the Council shall be vacated: –
- (a) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - (b) If he becomes of unsound mind.
  - (c) If he ceases to be a member or representative of an Associate Member of the Trust.
  - (d) If by notice in writing to the Trust he resigns his office.
  - (e) If he becomes prohibited from holding office by reason of any order made under the Companies Acts 1948 to 1976.
  - (f) If he is this removed from office by a resolution duly passed pursuant to Section 184 the Act.
  - (g) If he shall not attend any of the six consecutive meetings of the Council, he shall, unless the Council otherwise determines, be deemed to have retired as a member of the Council and shall not be eligible to serve as a member of the Council for one year after such retirement.

#### ROTATION OF MEMBERS OF THE COUNCIL

54. At the time of the Second Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, such members of the Council for the time being who shall have held office since their election at the Annual General Meeting held three years previously shall retire from office together with those members appointed by the Council since the preceding Annual General Meeting. A retiring member of the Council shall be eligible for re-election. A member of the Council who shall be due to retire shall retain office until the close or adjournment of the Annual General Meeting.

55. The Trust shall give notice to all members three calendar months before the proposed date of the next Annual General Meeting of the Trust of those Council Members who shall retire at such meeting. The notice shall state a date by which the next Annual General Meeting of the Trust shall be held and the notice shall state that nominations for the Council shall be received by the Council at least fifty-six days before that date.

56. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of

the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

57. The Trust may from time to time in General Meeting increase or reduce the number of members of the Council and determine to what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

58. In addition and without prejudice to the provisions of Section 184 the Act, the Trust may after the Second Annual General Meeting of Trust shall have been holden by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may be an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL

59. The Council shall meet together at least twice a year for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. At least seven days notice of every Council Meeting must be given to each Council Member.

60. On the request of four members of the Council the Secretary shall, at any time summon a meeting of the Council, within twenty-one days of such application being received by written notice served on the several members of the Council. At least fourteen days written notice of such meeting shall be given to every member of the Council with details of the business to be considered thereat. All such meetings shall be held in London.

61. The Council shall from time to time elect a Chairman, who shall be entitled to preside at all meetings of the Council at which he shall be present, and the Council may determine for what period he is to hold office. If at any meeting the Chairman be not present within five minutes after the time appointed for the meeting and willing to preside, the members of the Council present shall choose one of their number to act as temporary Chairman until the Chairman arrives.

62. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

63. The Council may delegate any of their powers except powers under Article 11 to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any

regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

64. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

65. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the fact therein stated.

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

#### ACCOUNTS

67. The Council shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

68. The accounting records shall be kept at the office, or, subject to Sections 12 (6) & (7) of the Companies Act 1976 at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

69. The Trust in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than members of the Council, of the accounts and books of the Trust, or any of them, and subject to such restrictions the accounts and books of the Trust shall be open to the inspection of such members at all reasonable times during business hours.

70. At the Annual General Meeting in every year the Council shall lay before the Trust a proper income and expenditure account for the period since the last preceding account made up to a date not more than eight months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear

days before the date of the meeting subject nevertheless to the provisions of Section 158 (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 14 of the Companies Act 1967.

#### AUDIT

71. Once at least in every calendar year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

72. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967, and Sections 12–18 of the Companies Act 1976, the members of the Council being treated as the Directors mentioned in those Sections.

#### NOTICES

73. A notice may be served by the Trust upon any member either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

74. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

75. Any notice, if served by post, shall be deemed to have been served three days after the date on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

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

77. Subject to the provisions of Section 205 of the Act, these Articles, and of the Memorandum of Association, every member of the Council, Auditor, Secretary or other officer of the Trust shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

## ALTERATION

78. No alteration of deletion or addition may be made to the objects clause, the dissolution clause or this clause. No amendment may be made the effect of which would cause the Trust to cease to be a charity in law.

### NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[Signed by all the following]

The Hon. William Hepburn McAlpine  
40 Bernard Street  
London WC1  
Company Director

Peter Forster Manisty  
2 Cleaver Square  
London SE11 4DW  
Captain, Royal Navy

Ian Allen  
The Jetty  
Middleton-on-Sea  
West Sussex  
Company Director

Thomas Bernard Hill  
6 Chapman Crescent  
Kenton, Middlesex  
Civil Engineer

George William Brian Lacy  
7 Wilmington Close  
Hassocks, Sussex BN6 8QB  
Civil Servant

David Frederick Ogilvy  
Trees, 116 Bucknalls Lane  
Garston, Watford, Herts  
Aviation Museum Manager

David Treharne Morgan  
7 Cheyne Place  
London SW3  
Solicitor

DATED the 3rd day of June 1980

WITNESS to the above Signatures: –

[Signed]

Michael William Lindsay – Smith

36 Carisbrooke House

Courtlands

Sheen Road

Richmond

Surrey