FILE COPY

CERTIFICATE OF INCORPORATION

OF A PRIVATE LIMITED COMPANY

Company No. 3471588

The Registrar of Companies for England and Wales hereby certifies that

SHALBOURNE SOARING SOCIETY LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 26th November 1997

A. F. FL[illegible]

N03471588N

For the Registrar of Companies

COMPANIES HOUSE

HC007B

PEAPOD SOLUTIONS LTD.

12

Please complete in typescript, or in bold black capitals.

Declaration on application for registration

Company Name in full Shalbourne Soaring Society Limited

F0120F70

I, Adrian Patrick Shaun Dann

of 15 Clarence Road,SOUTHEND ON SEA, Essex, SS1 1AN

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] [~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at 20-24 Clarence Road Southend-on-Sea Essex.

the 18th November 1997 day of November

One thousand nine hundred and ninety seven

before me** Joan E Hook

** Please print name.

Signed Joan E Hook **Date** 18th November 1997

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Bodiam, Dann & Company
15 Clarence Road, SOUTHEND ON SEA, Essex, SS1 1AN
Tel 01702 436453
DX number 2843 DX exchange SOUTHEND

A27 *A5BWB1A8* 310
COMPANIES HOUSE 19/11/97

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Form revised March 1995

PEAPOD SOLUTIONS LTD.

10

Please complete in typescript, or in bold black capitals.

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Shalbourne Soaring Society Limited

F0100F70

Proposed Registered Office

(PO Box numbers only, are not acceptable)

1 Carnegie Road

Post town: NEWBURY

County / Region: Berks Postcode: RG14 5DJ

If the memorandum is delivered by an agent for the subscriber(s) of the memorandum mark the box opposite and give the agent's name and address.

X

Agent's Name: Messrs Bodiam, Dann & Company, Solicitors

Address: 15 Clarence Road

Post town: SOUTHEND ON SEA

County / Region: Essex Postcode: SS1 1AN

Number of continuation sheets attached: 4

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Messrs Bodiam, Dann & Company [Ref: 2/SSS] of 15
Clarence Road, Southend on Sea, Essex, SS1 1AN
Tel 01702 436453
DX number 2843 DX exchange SOUTHEND

A27 *A5BWA1A7* 309
COMPANIES HOUSE 19/11/97
COMPANIES HOUSE 11/11/97

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

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for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**

Company Secretary (see notes 1-5)

Company name: Shalbourne Soaring Society Limited

NAME *Style / Title: Mr *Honours etc:

* Voluntary details

Forename(s): Clive Neil

Surname: HARDER

Previous forename(s):

Previous surname(s):

Address: 8 The Frances

Usual residential address
For a corporation, give the registered or principal office address.

Post town: THATCHAM

County / Region: Berks Postcode: RG18 4LT

Country: UNITED KINGDOM

I consent to act as secretary of the company named on page 1

Consent signature: C W Harle **Date**: 4/4/97

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title: Mr *Honours etc:

* Voluntary details

Forename(s): Stephen Carl

Surname: OTTNER

Previous forename(s):

Previous surname(s):

Address: The Dell House

Usual residential address
For a corporation, give the registered or principal office address.

Charnwood

Post town: NEWBURY

County / Region: Berks Postcode: RG14 1XA

Country: UNITED KINGDOM

Date of birth: Day 6 Month 6 Year 50 **Nationality**: British

Business occupation: Independant IT consultant

Other directorships: None

I consent to act as director of the company named on page 1

Consent signature: S Ottner **Date**: 4/4/97

Form 10 Continuation sheet

Company Secretary (see notes 1-5)

Company name: Shalbourne Soaring Society Limited

NAME *Style / Title | *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region | Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature | **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title: Mr | *Honours etc

* Voluntary details

Forename(s): John Robert

Surname: HEWETT

Previous forename(s)

Previous surname(s)

Address: 5 Fir Tree Avenue

Usual residential address
For a corporation, give the registered or principal office address.

Post town: WALLINGFORD

County / Region: Oxfordshire | Postcode: OX10 0NX

Country: UNITED KINGDOM

Date of birth: Day 07 Month 08 Year 47 | **Nationality**: BRITISH

Business occupation: LOCAL GOVERNMENT OFFICER

Other directorships: NONE

I consent to act as director of the company named on page 1

Consent signature | **Date**: 4/11/97

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

Day Month Year

Date of birth **Nationality**

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature **Date**

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title Mr *Honours etc

* Voluntary details

Forename(s) Bryan Ronald

Surname VOWELL

Previous forename(s)

Previous surname(s)

Address 12 Huntsmoor Road

Usual residential address
For a corporation, give the registered or principal office address.

Post town TADLEY

County / Region Hampshire Postcode RG26 4DD

Country UNITED KINGDOM

Day Month Year

Date of birth 07 | 03 | 46 **Nationality** BRITISH

Business occupation SENIOR ENGINEER.

Other directorships NONE

I consent to act as director of the company named on page 1

Consent signature **Date** 4 Nov 97

Form 10 Continuation sheet

Company Secretary (see notes 1-5)

Company name: Shalbourne Soaring Society Limited

NAME *Style / Title | *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region | Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature | **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title: Mr | *Honours etc

* Voluntary details

Forename(s): Alan Francis

Surname: BRIND

Previous forename(s)

Previous surname(s)

Address: 38 Brummell Road

Usual residential address
For a corporation, give the registered or principal office address.

Post town: NEWBURY

County / Region: Berks | Postcode: RG14 1TL

Country: UNITED KINGDOM

Date of birth (Day Month Year): 28 | 3 | 1935 | Nationality: U K .

Business occupation: Retired

Other directorships: None

I consent to act as director of the company named on page 1

Consent signature: A Brind | **Date**: 4-11-97

Form 10 Continuation sheet

Company Secretary (see notes 1-5)

Company name: Shalbourne Soaring Society Limited

NAME *Style / Title | *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region | Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature | **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title: Mr | *Honours etc

* Voluntary details

Forename(s): Phillip CHARLES

Surname: MORGAN

Previous forename(s)

Previous surname(s)

Address: 14 Harrow Way

Usual residential address
For a corporation, give the registered or principal office address.

Post town: ANDOVER

County / Region: Hampshire | Postcode: SP10 3RJ

Country: UNITED KINGDOM

Date of birth (Day Month Year): 10 | 6 | 59 **Nationality**: BRITISH

Business occupation: WORKSHOP FOREMAN

Other directorships

I consent to act as director of the company named on page 1

Consent signature: PC Morgan **Date**: 4-11-97

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title Mr *Honours etc

* Voluntary details

Forename(s) William Charles

Surname DAVIES

Previous forename(s)

Previous surname(s)

Address 179 Station Road

Usual residential address
For a corporation, give the registered or principal office address.

Post town THATCHAM

County / Region Berks. Postcode RG19 4QL

Country UNITED KINGDOM

Day Month Year

Date of birth 11 | 5 | 33 **Nationality** BRITISH

Business occupation RETIRED

Other directorships NONE

I consent to act as director of the company named on page 1

Consent signature W J Davies **Date** 4.11.97

Company Secretary (see notes 1-5)

Company name

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title *Honours etc

* Voluntary details

Forename(s) Carol

Surname PIKE

Previous forename(s)

Previous surname(s)

Address 42 Hartmead Road

Usual residential address
For a corporation, give the registered or principal office address.

Post town THATCHAM

County / Region Berks. Postcode RG14 4LR

Country UNITED KINGDOM

Day Month Year

Date of birth 25 | 12 | 39 **Nationality** BRITISH.

Business occupation WORKSHOP TECHNICIAN.

Other directorships

I consent to act as director of the company named on page 1

Consent signature **Date** 4/11/97

Form 10 Continuation sheet

Company Secretary (see notes 1-5)

Company name: Shalbourne Soaring Society Limited

NAME *Style / Title | *Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address
For a corporation, give the registered or principal office address.

Post town

County / Region | Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature | **Date**

Directors (see notes 1-5)

Please list directors in alphaetical order

NAME *Style / Title: Mr | *Honours etc

* Voluntary details

Forename(s): Richard John Graham

Surname: DANN

Previous forename(s)

Previous surname(s)

Address: 32 Rosedale Gardens

Usual residential address
For a corporation, give the registered or principal office address.

Post town: THATCHAM

County / Region: Berks. | Postcode: RG14 3LE

Country: UNITED KINGDOM

Date of birth (Day Month Year): 1 | 3 | 1953 — Nationality: BRITISH

Business occupation: SOFTWARE BUSINESS

Other directorships: NONE

I consent to act as director of the company named on page 1

Consent signature | **Date**: 4/11/1997

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mr
	*Honours etc	
* Voluntary details	Forename(s)	Clive Neil
	Surname	HARDER
	Previous forename(s)	
	Previous surname(s)	
Address		8 The Frances
Usual residential address For a corporation, give the registered or principal office address.		
	Post town	THATCHAM
	County / Region	Berks
	Postcode	RG18 4LT
	Country	UNITED KINGDOM
Date of birth	Day Month Year	30 | 07 | 59
	Nationality	BRITISH
Business occupation		LOSS ADJUSTER
Other directorships		NONE

I consent to act as director of the company named on page 1

Consent signature C N Harder **Date** 4/11/97

This section must be signed by

Either

an agent on behalf of all subscribers — **Signed** [signature] ADRIAN DANN **Date** 4/11/97.

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed		**Date**
Signed		**Date**
Signed		**Date**
Signed		**Date**
Signed		**Date**
Signed		**Date**

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

   If the director or secretary is a corporation or Socttish firm - show the corporate or firm name on the surname line.

   Give previous forename(s) or surname(s) except that:

   - for a married woman, the name by which she was known before marriage need not be given,
   - names not used since the age of 18 or for at least 20 years need not be given.

   A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

   Address:

   Give the usual residential address.

   In the case of a corporation or Scottish firm give the registered or principal office.

   Subscribers:

   The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors know by another description:

   - A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

   - Show for each individual director the director's date of birth, business occupation and nationality.
     The date of birth must be given for every individual director.

4. Other directorships:

   - Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years,** when the person was a director, **was:**
   - dormant,
   - a parent company which wholly owned the company making the return,
   - a wholly owned subsidiary of the company making the return, or
   - another wholly owned subsidiary of the same parent company.

   If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include company number.

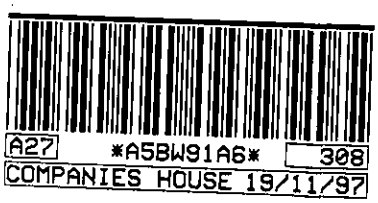
3471588

MEMORANDUM OF ASSOCIATION
COMPANIES ACT 1985

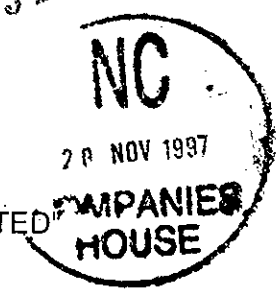
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL



MEMORANDUM OF ASSOCIATION
of
SHALBOURNE SOARING SOCIETY LIMITED



857494



1 Name

The name of the Company is "SHALBOURNE SOARING SOCIETY LIMITED"

2 Registered Office

The registered office of the Company will be situated in England

3 Objects

The Company's objects are:-

3.1 to acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as "Shalbourne Soaring Society"

3.2 to promote and encourage the acquisition of knowledge in all subjects of aeronautical interest and to promote the technique and art of gliding and soaring and to encourage social intercourse among the members of the Company;

3.3 to establish, maintain and conduct a club for the accommodation of the members of the Company and their friends guests, and generally to afford to them all the usual privileges, advantages and accommodation of a club;

3.4 to acquire by purchase, lease, or otherwise all necessary grounds and to lay out, and maintain the same for the conduct of a gliding club and to build or otherwise provide a clubhouse and other usual facilities in connection with it, and to furnish, modify and maintain it, and to permit it to be used by members their friends guests and employees of the Company and others, either gratuitously or for payment;

3.5 to acquire by purchase, lease or otherwise any other lands or property contiguous or near to the premises of the Company, and such as may be deemed by the Company likely to advance or benefit, either directly or indirectly, the interest of the Company;

3.6 to manage, improve, cultivate and maintain all or any part of the lands and other property of the Company, and to demise, sell or otherwise deal with and dispose of them, either together or in portions, for such consideration as the Company may think fit, and, in particular, for shares, debentures or securities of any company purchasing them;

3.7 to purchase, hire, make or provide and maintain, and to sell or otherwise dispose of all kinds of equipment and other things required or which may be conveniently used in connection with the grounds, clubhouse and other premises of the Company by persons frequenting them, whether members of the Company or not;

3.8 to buy, prepare, make, supply, sell and deal in all kinds of apparatus, materials and equipment used in connection with technique and art of gliding and soaring and in all kinds of liquors provisions and refreshments required or used by members of the Company or other persons using the grounds, clubhouse or premises of the Company;

3.9 to hire and employ all classes of persons considered necessary for the purposes of the Company and to pay them and other persons in return for services rendered to the Company salaries, wages, charges and pensions;

3.10 to promote and hold, either alone or jointly with any other association, club or persons, meetings, competitions and to offer, give or contribute towards prizes medals and awards and to promote, give or support dinners, balls, concerts and other entertainments;

3.11 to establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar or in part similar to the objects of the Company, or the establishment or promotion of which may be beneficial to the Company (including the British Gliding Association Limited) provided that no subscription may be paid to any such other association or club out of the funds of the Company, except bona fide in furtherance of the objects of the Company;

3.12 to support and subscribe to any charitable or public body and any institution society or club that may be for the benefit of the Company or its employees, or may be connected with technique and art of gliding and soaring; to give

pensions, gratuities, Christmas boxes or charitable aid to any person who may have served the Company, or to the wife, widow, children or other relatives of any such person; to make payments towards insurance; and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company;

3.13 to invest and deal with the money of the Company not immediately required upon such securities and in such manner as may from time to time be determined;

3.14 to borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Company or by mortgage or charge upon all or any part of the property of the Company;

3.15 to do such things as the directors consider to be in the best interests of this Company and

3.16 to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them

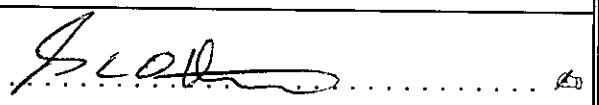
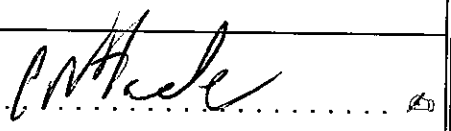
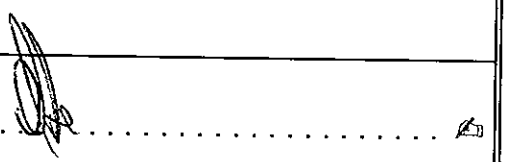
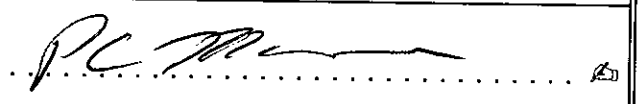
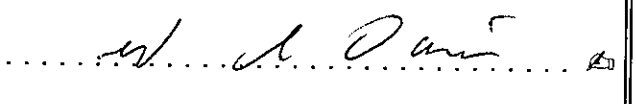
4 Limited Liability

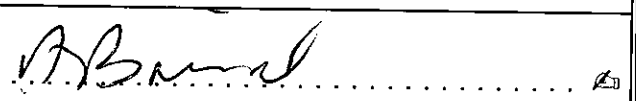
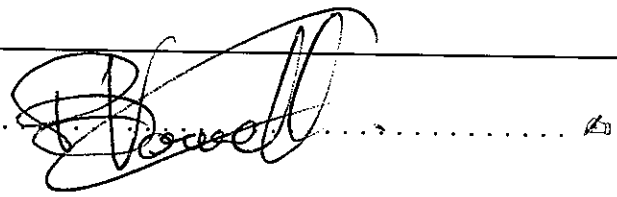
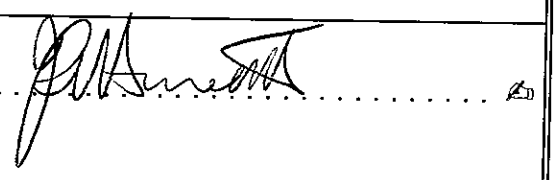
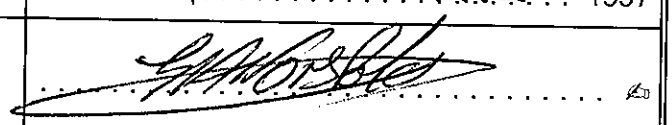
The liability of the members is limited

5 Undertaking to Contribute to Assets

Every member of the Company undertakes to contribute such amount (not exceeding ONE POUND (£1.00) to the Company's assets if it is wound up while he is a member or within one year after he ceases to be a member as may be required for payment of the Company's debts and liabilities contracted before he ceases to be a member and the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves

WE, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this memorandum

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
STEPHEN OTTNER The Dell House Charnwood NEWBURY Berkshire, RG14 1XA Chairman	
CLIVE HARDER 8 The Frances THATCHAM Berkshire, RG18 4LT Secretary	
RICHARD DANN 32 Rosedale Gardens THATCHAM Berkshire, RG14 4LE Treasurer	
CAROL PIKE 42 Hartmead Road THATCHAM Berkshire, RG14 4LR Chief Flying Instructor	
PHILLIP MORGAN 14 Harrow Way ANDOVER Hampshire, SP10 3RJ Aircraft Officer	
WILLIAM DAVIES 179 Station Road THATCHAM Berkshire, RG13 4QL Equipment Officer	

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
ALAN BRIND 38 Brummell Road NEWBURY Berkshire, RG13 1TL Airfield Officer	
BRYAN VOWELL 12 Huntsmoor Road TADLEY Hampshire, RG26 4DD Safety Officer	
JOHN HEWETT 5 Fir Tree Avenue WALLINGFORD Oxfordshire, OX10 0NX Publicity Officer	
DATED	4th November 1997
Witness to all the above signatures: Mr. G. A. WORSFOLD 10 The Frances Thatcham Berks. RG18 4LT	

ARTICLES OF ASSOCIATION

COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
SHALBOURNE SOARING SOCIETY LIMITED

1 INTERPRETATION

1.1 In these Articles:

1. **"the Act"** means the Companies Act 1985 including any statutory modification or re-enactment of it for the time being in force;

1.1:1 "**Club House**" means a facility on the airfield from which the Society operates where Members can congregate and notices can be displayed

1.1:2 **"Member"** shall mean (unless the context otherwise requires) a full Member of the Society and shall exclude an Associate Member

1.1:3 **"the Society"** means Shalbourne Soaring Society Limited;

1.1:4 **"Secretary"** means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint assistant or deputy secretary;

1.2 unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Society

1.3 the masculine includes the feminine and, where appropriate, the singular the plural

2 OBJECTS

The Society is established for the purposes expressed in the Memorandum of Association

3 MEMBERSHIP

3.1 The First Members

The First Members of the Society are:

3.1:1 the signatories to the Memorandum of Association and these Articles; and

3.1:2 every person who at the date of incorporation of the Society was a member of the unincorporated society known as Shalbourne Soaring Society referred to in paragraph 2 of the Memorandum of Association, and who, on or before the date of the Society first Annual General Meeting of the Society or during such extended period as the Directors may determine, signs and delivers to the Secretary of the Society the form of membership prescribed by the Directors.

3.2 Proposal of Members

3.2:1 Every candidate for membership of the Society must be proposed by one member of the Society and seconded by another member of the Society

3.2:2 The application for membership of every candidate must be in writing, signed by the candidate and his proposer and seconder, and must be in the form that the Directors from time to time prescribe

3.3 Subscriptions

3.3:1 The annual and other subscriptions and entrance fee (if any) payable by members of the Society are to be such as the Directors from time to time prescribe

3.3:2 The Directors may provide either generally or as respects any particular member or members for payment of annual subscriptions by instalments

3.3:3 Every application for membership must be accompanied by a remittance to cover the entrance fee (if any) and the appropriate annual subscription and in the event of non-election the remittance must be returned to the candidate

3.4 Election of Members

3.4:1 Every candidate for election must be balloted for by the Directors of the Society and the majority of the Directors present at the Directors Meeting will exclude

3.4:2 The name, address and description of every candidate, and the names of his proposer and seconder must be sent to the Secretary in writing, and these particulars must be posted in a conspicuous place in the Club House of the Society 14 days at least before the ballot

3.4:3 On the unanimous recommendation of the Directors in a meeting duly convened the ballot may take place before the expiration of 14 days but not earlier than two days after the application of the candidate is received and not without the application being posted in the Club House

3.5 Rights of Members

3.5:1 Subject to the express provisions of these Articles and to the Memorandum of Association, and to any byelaws made by the Directors of the Society as provided below for the time being in force, all members of the Society are entitled at all times to use all the premises and property of the Society in common, and to be supplied, at such charges as the Directors from time to time determine, with whatever meals, refreshments and things are provided by the Society for the use of its members

3.5:2 Subject to the provisions of these Articles every member is entitled to all the rights and subject to all the duties of a member of the Society provided that only full Members have the right to nominate or be elected as Officers or Directors of the Society

3.6 Non-payment of Subscriptions

3.6:1 Any member whose annual subscription is unpaid on the date upon which it falls due for payment ceases to be a member of the Society and forfeits all right in and claim upon the Society and its property unless the Directors suspend the operation of this provision, which they may do as regards any particular member on such terms as they determine at their discretion

3.6:2 Where the Directors have resolved in accordance with Article 3.6:1 that the subscription of any particular member may be paid by instalments, this Article applies to non-payment of any instalment, substituting the due date of the instalment for the date upon which that member's annual subscription would have fallen due

3.7 Expulsion of Members

3.7:1 If the conduct of any member is in the opinion of the Directors injurious to the character of the Society or objectionable in any respect, that member may be required by the Directors to resign, and, if he does not resign within one week of such requirement, the member may (after he has been given the opportunity to justify or explain his conduct) be expelled by resolution of the Directors and then ceases to be a member of the Society, and all sums that have been paid by the member are forfeited

3.7:2 A member expelled under this Article may appeal by giving a written notice of appeal to the Secretary within 21 days from the posting of the notice of expulsion to that Member's last known address.

3.7:3 Upon receipt of a notice of appeal an Extraordinary General Meeting of the Society must be convened within 21 days and, if that meeting passes an extraordinary resolution rescinding the expulsion, then the member must be reinstated as from the date of the resolution

3.7:4 Any member expelled in accordance with these Articles, or otherwise ceasing to be a member of the Society, forfeits all right to or claim upon the Society or its property or funds or any return of fees paid and remains liable for any outstanding fees or charges due from him at the date of expulsion or cessation

3.8 Rights of Members Personal

The rights of a member as such are personal and are not transferable and cease upon his death

3.9 Associate Membership

3.9:1 The Directors may make byelaws creating any class or classes of Associate Members which they shall think fit

3.9:2 Subject to Article 3.9:3 Associate Members shall enjoy such rights to use some or all of the facilities of the Society upon such terms and

subject to such conditions as the Directors shall in their absolute discretion determine

3.9:3 The Directors may not make any byelaw which empowers an Associate Member to attend or vote at a general meeting of the Society nor to be elected or appointed an Officer or Director of the Society

4 COMPANY MEETINGS

4.1 Annual General Meeting

4.1:1 The Society must hold a general meeting in each year as its Annual General Meeting in addition to any other meetings in that year, and must specify the meeting as the Annual General Meeting in the notices calling it

4.1:2 Not more than 14 months may elapse between the date of one Annual General Meeting of the Society and that of the next

4.1:3 The Annual General Meeting must be held at such time and place as the Directors appoint

4.2 Extraordinary General Meeting

4.2:1 All General Meetings other than Annual General Meetings must be called Extraordinary General Meetings

4.2:2 The Directors may, whenever they think fit, and must, on a requisition made in writing by members representing not less than one-tenth of the total voting rights of all the members having at the date of deposit of the requisition a right to vote at general meetings, convene an Extraordinary General Meeting

4.2:3 Any requisition made by the members must state the object of the meeting proposed to be called, and must be signed by the requisitioners and deposited at the registered office of the Society

4.2:4 On receipt of the requisition the Directors must immediately proceed to convene an Extraordinary General Meeting

4.2:5 If the Directors do not proceed to call a meeting within 21 days from the date of deposit of the requisition, the requisitioners, or any of them representing more than one-half of the total voting rights of all of them, may convene such a meeting

4.3 Notice of Meetings

Accidental omission to give notice of any meeting to or non-receipt of such notice by any member does not invalidate the proceedings at that meeting

4.4 Quorum

4.4:1 No business may be transacted at any meeting unless a quorum is present

4.4:2 Save as otherwise provided in these Articles members representing one quarter of the total voting rights of all the members having at the date of the meeting a right to vote at general meetings personally present is a quorum

4.4:3 If within half an hour from the time appointed for the meeting a quorum of members is not present, or, if during a meeting such a quorum ceases to be present:

4.4:3(a) if the meeting was convened on the requisition of members, it must be dissolved;

4.4:3(b) in any other case the meeting stands adjourned to the same day in the next week at the same time and place as the Directors may determine and, if at the adjourned meeting a quorum of members is not present within half an hour of the time appointed for the meeting, the members present may form a quorum.

4.5 Chairman

4.5:1 The chairman, if any, of the Board of Directors or in his absence some other director nominated by the directors shall preside as chairman of every general meeting of the Society

4.5:2 If there is no such chairman, or, if at any meeting he is not present within 15 minutes of the time of holding the meeting, the members present may elect one of their number who is a Director to be chairman of the meeting

4.5:3 If there is no Director present, then the members may elect any one of their number to be chairman of the meeting

4.6 Adjournment of General Meeting

4.6:1 the Chairman may, with the consent of a meeting at which a quorum is present (and must if so directed by the meeting), adjourn the

meeting from time to time and from place to place

4.6:2 No business may be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place

4.7 Passing of Resolutions

4.7:1 At any general meeting:

4.7:1(a) a declaration by the Chairman that a resolution has been carried, or carried unanimously, or carried by particular majority, or lost, or not carried by a particular majority, and

4.7:1(b) an entry to that effect in the book of proceedings of the Society

are conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded by the Chairman or by at least two members having the right to vote at the meeting or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

4.7:2 If a poll is demanded in the above manner, it must be taken in such manner as the Chairman directs, and the result of the poll is deemed to be the resolution of the meeting at which the poll was demanded

4.8 Voting Rights

4.8:1 Every Member of the Society may vote at General Meetings of the Society

4.8:2 No member may vote at any meeting unless all the money then due from him to the Society has been paid

4.8:3 Every member of the Society entitled to vote has one vote and no more, except that, in case of equality of votes, the chairman may have a second or casting vote

4.8:4 For the avoidance of doubt associate member shall not have a right to vote at General Meetings of the Society

4.9 Proxy Voting

4.9:1 On a poll votes may be given either personally or by proxy

4.9:2 A proxy must be appointed in writing under the hand of the appointor

4.9:3 The instrument appointing a proxy must be deposited at the registered office of the Society not less than 48 hours before the time of the holding the meeting at which the person named in such instrument proposes to vote

4.9:4 Any instrument appointing a proxy must be in the following form:

SHALBOURNE SOARING SOCIETY LIMITED

[I or We], (name) of (address), being [a member or members] of the above named Society, appoint (name) of (address), or failing him, (name) of (address), as [my or our] proxy to vote in [my or our] name[s] and on [my or our] behalf at the [annual or extraordinary] general meeting of the Society to be held on (date) and at any adjournment

Dated

(signature(s) of member(s))

5 DIRECTORS AND OFFICERS

5.1 Directors

5.1:1 Unless otherwise determined by Ordinary Resolution, there shall be at least 3 but not more than 12 Directors (who shall be both Officers elected by the Society as hereinafter provided and members of the Society) elected as provided in these Articles

5.1:2 The Officers from time to time of the Society shall upon election become Directors of the Society without further formalities

5.1:3 Five Directors or two thirds (whichever is the lesser) are a quorum at a Directors' meeting

5.1:4 The Chairman shall in case of equality of votes have a casting vote

5.2 Officers

5.2:1 The Officers of the Society shall be the Chairman, Treasurer, Secretary, and such other officers as the Company by Ordinary Resolution may from time to time determine (and who shall initially be Aircraft Officer, Equipment Officer, Airfield Officer, Safety Officer, Publicity Officer and Chief Flying Instructor), all of whom must be members of the Society

5.2:2 The first Officers of the Society are the subscribers to the Memorandum of Association

5.2:3 With the exception of the Chief Flying Instructor (who shall be appointed by the Directors immediately after each Annual General Meeting and who shall serve in that office until the end of the next Annual General Meeting) the Officers shall be elected in accordance with Article 5.6

5.2:4 The Company may elect such additional Officers without specific duty as it shall think fit provided that the election of such additional Officers shall not result in the total number of Directors exceeding the maximum number then prescribed by these Articles

5.3 Remuneration

No Director or Officer of the Society may receive any remuneration for his services in the capacity of Director or Officer

5.4 Age Limits

There is no age limit for Directors and accordingly Section 293(2)-(6) of the Act does not apply to the Society

5.5 Retirement of Directors and Officers

5.5:1 At the first and at every subsequent Annual General Meeting all of the Officers shall retire from office

5.5:2 The retiring Officers are eligible for re-election at the same or any other general meeting of the Society

5.6 Election of Officers

5.6:1 The Officers shall be elected by the Society at each Annual General Meeting which appointment shall take effect from the end of that meeting

5.6:2 Subject as provided above the election of Officers must take place in the following manner:

5.6:2(a) Any two Members of the Society may nominate any other member to serve as an officer of the Society holding a specific office or to the office of an Officer without specific duty, having previously received his assent

5.6:2(b) The name of each Member so nominated, together with the names of his proposer and seconder and the office to which the Member is nominated, must be in writing signed by all three of them and delivered to the Secretary at least twenty one (21) days before the Annual General meeting

5.6:2(c) A list of candidates' names for each office in alphabetical order, with proposer's and seconder's names must be posted in a conspicuous place in the Club House for at least 14 days immediately preceding the Annual General Meeting

5.6:2(d) Balloting lists must be prepared (if necessary) for each office containing the names of the candidates in alphabetical order

5.6:2(e) Each member present at the Annual General Meeting and qualified to vote may vote for one candidate in respect of each office

5.6:2(f) If no one is nominated to an office the Directors may elect a member to fill the vacancy

5.6:2(g) If two or more candidates for an office obtain an equal number of votes, the Directors must select by lot from such candidates the candidate who is to be elected

5.7 Casual Vacancies

5.7:1 All casual vacancies arising amongst the Officers of the Society must be filled by the Directors from among the full Members of the Society

5.7:2 Any Officer appointed to fill a casual vacancy must retire at the following Annual General Meeting

5.8 Removal of Directors and Officers

The office of a Director or an Officer is vacated if:

5.8:1 his membership of the Society is terminated in accordance with Article 3.7;

5.8:2 he absents himself from meetings of the Directors for a continuous period of six calendar months without special leave of absence from the other Directors; or

5.8:3 he gives the Directors one calendar month's notice in writing that he resigns his office; or

5.8:4 he is removed by extraordinary resolution passed at a general meeting of the Society

5.9 Presentation of Accounts

5.9:1 Once at least in every year the Directors must lay before the Society in general meeting an account of income and expenditure for the period since the preceding account

5.9:2 A balance sheet must be made out in every year and laid before the Society in general meeting, made up to a date not more than six months before such meeting

5.9:3 A copy of the balance sheet must be sent to, or made available to, the persons entitled to receive notices of general meetings in the manner in which notices are to be given under these Articles 21 days prior to the meeting

5.9:4 Every account and balance sheet must be accompanied by a report of the Directors and the account, report and balance sheet must be signed by two Directors and countersigned by the Secretary.

5.10 Powers of Directors

5.10:1 The Directors of the Society may exercise all powers that may be exercised by the Society and do anything that may be done by the Society, except where under these Articles or any statute for the time being in force the power must be exercised or the thing be done by the Society in general meeting

5.10:2 The Directors may act notwithstanding vacancies

5.10:3 The Directors of the Society may issue debentures, debenture stock, bonds or obligations of the Society at any time, in any form or manner, and for any amount, either upon mortgage or charge of all or any of the property of the Society, whether present or future, or on bonds or debentures secured by trust deed or otherwise or not secured as they may think fit.

5.11 Byelaws

5.11:1 The Directors of the Society may from time to time make, alter and repeal any byelaws they consider necessary or expedient or convenient for the proper conduct and management of the Society, and in particular, but not exclusively, they may be such byelaws:

5.11:1(a) to promote and ensure safety,

5.11:1(b) regulate the terms and conditions upon which honorary

guests, children family of members of the Society and visitors may use the premises and property of the Society;

5.11:1(c) fix the times of opening and closing the grounds, clubhouse, and premises of the Society or any part of them and the permitted hours for the supply of intoxicating liquor;

5.11:1(d) promulgate the rules to be observed and the prizes or stakes to be played for by members of the Society playing any games on the premises of the Society;

5.11:1(e) prohibit particular games on the premises of the Society entirely or at any particular time or times

5.11:1(f) regulate the conduct of members of the Society in relation to one another and to the Society's staff;

5.11:1(g) set aside of the whole or any part or parts of the Society's premises for gentlemen members, women members or any other class or classes of members, at any particular time or times, or for any particular purpose or purposes;

5.11:1(h) impose fines for breach of any byelaw or any Article of Association of the Society and

5.11:1(i) regulate all matters that are commonly the subject of Society rules

5.11:2 The Directors must adopt whatever means they consider sufficient to bring all byelaws, alterations and repeals to the notice of the members of the Society

5.11:3 All byelaws, so long as they are in force, are binding on all members of the Society

5.11:4 No byelaws may be inconsistent with, or affect or repeal anything contained in, the Memorandum or Articles of Association of the Society, or be in breach of any statutory provision

5.11:5 Any byelaw may be set aside by special resolution of a general meeting of the Society

5.12 Delegation

5.12:1 The Directors of the Society may delegate any of their powers to a committee or committees appointed by the Directors

5.12:2 With the exception of a sub-committee with less than four members or one concerned with the purchase for the Society, or supply by the

Society, of intoxicating liquor, a sub-committee may have up to one-third of its membership from members of the Society other than Directors

5.12:3 In the exercise of the powers delegated to it, a committee must conform to any regulations prescribed by the Directors

5.12:4 Any delegation of powers or appointment of a committee may be recalled or revoked by the Directors at any time

6 AUDIT

An auditor or auditors must be appointed and his or their duties regulated in accordance with the Act

7 SEAL

7.1 The Directors must provide for the safe custody of the Common Seal of the Society

7.2 The seal of the Society must not be affixed to any instrument except by the authority of a resolution of the Directors and in the presence of

7.2:1 at least two of the Directors and

7.2:2 the Secretary or another person appointed by the Directors for the purpose

7.3 The two Directors and the Secretary or the other person appointed must sign every instrument to which the seal of the Society is affixed in their presence

8 DISSOLUTION

8.1 If the Society is wound up, whether voluntarily or otherwise, the liquidator shall, with the sanction of an extraordinary resolution of the Society and any other sanction required by the Act transfer any remaining assets of the Society into a Trust for a period of ten years for the purpose of re-activating the Society, given favourable circumstances, to be determined by the Trustees.

8.2 After ten years have elapsed, if the Society has not been re-activated, the assets of the Trust are to be assigned to the Philip Wills Memorial Trust for the benefit of other gliding societies or Clubs or for the sport of gliding in general.

9 NOTICES

9.1 A notice may be given by the Society to any member personally, by sending it by post in a prepaid envelope addressed to the member at his registered address or by posting it in a conspicuous place in the Club House of the Society

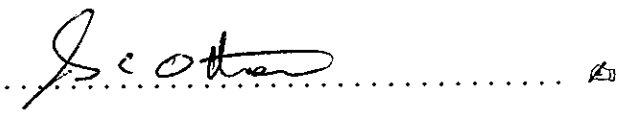
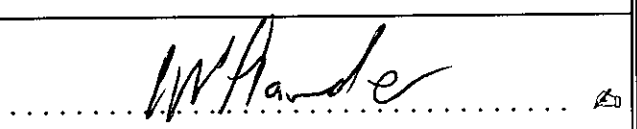
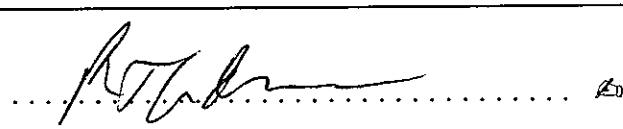
9.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and is deemed to have been effected at the expiration of 3 working days hours after the envelope containing it was posted

10 HEADINGS

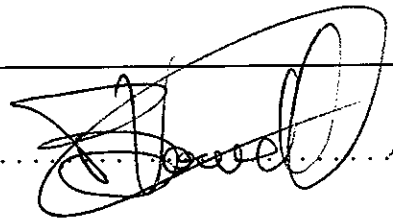
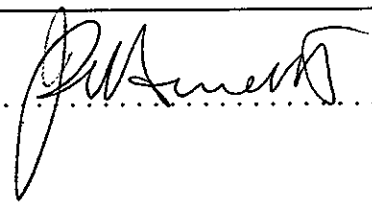
The heading in these Articles do not form part of them or in any manner affect the interpretation or construction of them

10 HEADINGS

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
STEPHEN OTTNER The Dell House Charnwood NEWBURY Berkshire, RG14 1XA Chairman	
CLIVE HARDER 8 The Frances THATCHAM Berkshire, RG18 4LT Secretary	
RICHARD DANN 32 Rosedale Gardens THATCHAM Berkshire, RG13 4LE Treasurer	

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
~~ROBERT BOYD~~ CAROL PIKE ~~35 Green Lane~~ 42 Hartmead Road ~~Clanfield~~ Thatcham ~~WATERLOOVILLE~~ Berkshire ~~Hampshire, PO8 0JX~~ RG14 4LR Chief Flying Officer	.....
PHILLIP ~~BOYD~~ MORGAN 14 Harrow Way Andover Hampshire SP10 3RJ Aircraft Officer	P C Morgan .....
WILLIAM DAVIES 179 Station Road THATCHAM Berkshire, RG13 4QL Equipment Officer	W. L. Davies .....
ALAN BRIND 38 Brummell Road NEWBURY Berkshire, RG13 1TL Airfield Officer	A. Brind .....

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	SIGNATURES
BRYAN VOWWELL 12 Huntsmoor Road TADLEY Hampshire, RG26 4DD Safety Officer	
JOHN HEWETT 5 Fir Tree Avenue WALLINGFORD Oxfordshire, OX10 0NX Publicity Officer	
DATED	15th November 1997
Witness to all the above signatures:	E J Waldeck Jenifer Waldeck 8 Charnwood Close, Newbury, RG14 1RA