

Company Number: 01511481

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ROYAL AIR FORCE MUSEUM ENTERPRISES LTD.

ADOPTED BY WRITTEN RESOLUTION

ON 1 APRIL 2022



PART 1: INTERPRETATION

1 DEFINED TERMS AND MODEL ARTICLES

1.1 In the Articles, the following words and expressions shall have the following meanings unless context requires otherwise:

Act	or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;
Articles	the Company's articles of association;
Chair	has the meaning given in Article 10;
Charity	Royal Air Force Museum (registered charity number: 1197541);
Companies Acts	the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the Company;
Company	the company called Royal Air Force Museum Enterprises Ltd. (Registered Company Number 01511481);
director	a director of the Company;
"document" or "notice"	includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;
electronic communication	any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;
fully paid	in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the Company;

holder	in relation to a share means the person whose name is entered in the register of members as the holder of that share;
ordinary resolution	has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;
secretary	any company secretary appointed pursuant to Article 25 and includes any joint, assistant or deputy secretary;
Shareholder	the Charity;
shares	shares in the Company;
writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

1.2 The model articles in Schedule One to The Companies (Model Articles) Regulations 2008 and any Table A to the Companies Act 1985 or any former enactment do not apply to the Company.

1.3 The Interpretation Act 1978 shall apply to these Articles in the same way it applies to an enactment.

PART 2: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

2 DIRECTORS' GENERAL AUTHORITY

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

3 SHAREHOLDER'S RESERVE POWER

3.1 The Shareholder may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action.

3.2 No such ordinary resolution invalidates anything which the directors have done before the passing of the resolution.

4 DIRECTORS MAY DELEGATE

4.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles:

- 4.1.1 to such person or committee;
- 4.1.2 by such means (including by power of attorney);
- 4.1.3 to such an extent;
- 4.1.4 in relation to such matters or territories; and
- 4.1.5 on such terms and conditions;

as they think fit.

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

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

5 COMMITTEES

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

5.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

6 MEETINGS OF DIRECTORS

6.1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

6.2 At any time any director may, and the secretary on the requisition of a director shall, summon a meeting of the directors.

6.3 Any such notice shall specify where, when and how the meeting is to be held. Any director may waive notice of any meeting and such waiver may be retrospective.

7 QUORUM FOR MEETINGS AND VOTING

7.1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed at any other number or there is only one director, shall be two.

7.2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors.

7.3 Questions arising at any meeting of the directors shall be determined by a majority of votes. In case of an equality of votes the person chairing the meeting shall have a second or casting vote.

8 MEETINGS BY CONFERENCE TELEPHONE ETC

8.1 All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or via an electronic meeting platform or similar virtual conferencing arrangements which allow all persons participating in the meeting to hear and speak to each other throughout the meeting.

8.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

8.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the person chairing the meeting then is.

9 RESOLUTIONS IN WRITING

9.1 A resolution executed by the directors, or by the members of a committee constituted under these Articles, entitled to vote thereon, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.

9.2 For the purposes of this Article 99:

9.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

9.2.2 a written instrument is executed when the person executing it signs it;

9.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;

9.2.4 the directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication;

9.2.5 a resolution shall be effective when the secretary certifies that sufficient evidence has been received by them that the resolution has been executed in accordance with this Article 9;

9.2.6 unless the Shareholder or the directors have previously otherwise resolved, such a resolution need not be executed by all the directors entitled to vote thereon and can be passed by execution (indicating approval) by a majority of the directors so entitled and the person chairing the meeting shall, in the case of equality of votes of all the directors so entitled, have a second or casting vote; and

9.2.7 if no secretary is appointed, the Chair shall perform the functions of the secretary under this Article 9.

10 CHAIRING OF DIRECTORS' MEETINGS

10.1 The directors may appoint a director to chair their meetings.

10.2 The person so appointed for the time being is known as the Chair.

10.3 The directors may terminate the Chair's appointment at any time.

10.4 If the Chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

11 DIRECTORS' CONFLICTS OF INTEREST

11.1 A director must declare to the other directors any situation of which they are aware in which they have, or could have, a direct or indirect interest that conflicts, or might conflict, with the interests of the Company unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest. Subject to Article 11.5, a director shall not vote in respect of any contract, transaction or arrangement or any other proposal whatsoever in which they have an interest and shall not be counted in the quorum at the meeting in relation to any resolution in which they are debarred from voting.

11.2 An interest of a director to be disclosed under Article 11.1 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.

11.3 If a conflict of interest arises for a director because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining directors may authorise such a conflict of interest if each of the following conditions is satisfied:

11.3.1 the director is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;

11.3.2 the director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting; and

11.3.3 the remaining directors are satisfied and agree that it is in the interests of the Company to authorise the conflict of interest which has arisen.

11.4 A conflict of interest arising for a director because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out at Article 11.3 if such a conflict does not involve a direct or indirect benefit of any nature to a director.

11.5 No conflict of interest shall be deemed to exist for a director because of a duty of loyalty owed to the Charity and a director shall be entitled to attend any meeting, form part of any quorum and vote on any resolutions affecting the Charity. Nothing in this Article shall authorise a conflict of interest which involves a direct or indirect benefit of any nature to a director.

11.6 If any question arises at a meeting of the directors or a meeting of a committee of directors as to the right of a director to participate in the meeting (or part of a meeting) for voting or quorum purposes, the question may be referred to the Chair of the meeting (or if the director concerned is the Chair of the meeting to the other directors at the meeting) and their ruling shall be final and conclusive.

12 CONNECTED PERSONS INTERESTS AND WAIVER

12.1 For the purposes of Article 11 above an interest of a person who is, connected with a director (within the meaning of section 252 of the Act) shall be treated as an interest of the director.

12.2 The Company may by ordinary resolution suspend or relax the provisions of Article 11.1 to any extent or ratify any transaction not duly authorised by reason of a contravention of Article 11.

13 RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors.

APPOINTMENT OF DIRECTORS

14 METHOD OF APPOINTING DIRECTORS AND TERM OF OFFICE

14.1 Any person who is a trustee of the Charity and appointed by the Shareholder as a director of the Company shall be known as a **"Trustee Director"**. A Trustee Director shall cease to hold office as a Trustee Director:

14.1.1 immediately when they cease to be a trustee of the Charity; or

14.1.2 if their appointment is terminated under Article 15.

14.2 Any person willing to act as a director, and is permitted by law to do so, and is not a trustee of the Charity may be appointed to be a director by notice or notices in writing to the Company's registered office or secretary from the Shareholder and shall be known as an **"Appointed Director"**.

14.3 An Appointed Director shall be appointed by the Shareholder for a period not exceeding three years, but at the end of that term may be re-appointed for a further consecutive term of three years.

14.4 If an Appointed Director was appointed prior to the adoption of these Articles, his or her last date of appointment shall be the relevant date (**"Relevant Date"**) for the purpose of calculating the Appointed Director's term served in office and the term served commencing from the relevant date shall be deemed to be their first term in office.

14.5 An Appointed Director may not serve more than two consecutive terms in office, but shall be eligible for re-appointment after the expiry of three years from the date of their relevant retirement.

14.6 After ceasing to be a Trustee Director such individual may be immediately appointed by the Shareholder as an Appointed Director.

15 TERMINATION OF DIRECTOR'S APPOINTMENT

A person ceases to be a director as soon as:

15.1.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law; or

15.1.2 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or

15.1.3 a resolution is passed or a document is signed by all the other directors to that effect; or

15.1.4 a notice or notices in writing to that effect is/are delivered to the Company's registered office or secretary from the Shareholder.

16 DIRECTORS' REMUNERATION

16.1 Directors may undertake any services for the Company that the directors decide. Provided that no director can be paid for acting as a director of the Company.

16.2 Subject as provided in Articles 16.1 and 16.4 directors are entitled to such remuneration as the directors determine for any other service which they undertake for the Company.

16.3 Directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of any other group company or of any other body corporate in which the Company is interested.

16.4 The charity law restrictions relating to benefits to trustees of the Charity and any restrictions in this regard set out in the governing document of the Charity apply to directors who are also trustees of the Charity.

17 DIRECTORS' EXPENSES

17.1 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

17.1.1 meetings of directors or committees of directors;

17.1.2 general meetings; or

17.1.3 separate meetings of the holders of any class of shares or of debentures of the Company;

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

17.2 The Company may also fund a director's expenditure for the purposes permitted under the Act and may do anything to enable a director to avoid incurring such expenditure as provided in the Act.

PART 3: DECISION-MAKING BY THE SHAREHOLDER

18 RECORD OF DECISION OF SOLE SHAREHOLDER

Where the Charity takes any decision that may be taken by the Company in general meeting it shall do so either by way of written resolution or by providing the Company with details of that decision pursuant to Section 357 of the Act.

PART 4: SHARES AND DISTRIBUTIONS

SHARES

19 SHARE CAPITAL

19.1 The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.

19.2 The directors shall have the right to allot shares subject to the prior authorisation of the Company as determined by ordinary resolution.

19.3 Unless the Shareholder has by ordinary resolution otherwise resolved, all powers of the Company to grant rights to subscribe for or to convert any security into shares are excluded.

19.4 The liability of the Shareholder is limited to the amount, if any, unpaid on the shares held by it.

20 ALL SHARES TO BE FULLY PAID UP

20.1 Unless the Company otherwise resolves by ordinary resolution, no share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

20.2 This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum.

21 SHARE TRANSFERS

21.1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

21.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

21.3 The Company may retain any instrument of transfer which is registered.

21.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

21.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

DIVIDENDS AND OTHER DISTRIBUTIONS

22 PROCEDURE FOR DECLARING DIVIDENDS

22.1 Unless the Shareholder by ordinary resolution otherwise resolves, the directors may declare and pay dividends.

22.2 Any dividend resolved to be declared by the Shareholder must not exceed the amount recommended by the directors.

22.3 If the Company's share capital is divided into different classes, no dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.

22.4 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

23 NON-CASH DISTRIBUTIONS

23.1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

23.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

23.2.1 fixing the value of any assets;

23.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

23.2.3 vesting any assets in trustees.

PART 5 - ADMINISTRATIVE ARRANGEMENTS

24 MEANS OF COMMUNICATION TO BE USED

24.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

24.2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

24.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

25 SECRETARY

A secretary may be appointed by the directors for such time, at such remuneration and upon such conditions as the directors may think fit, and any secretary so appointed may be removed by them. The directors 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 if there be no secretary or no secretary capable of acting.

26 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder.

27 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

28 INDEMNITY

28.1 Subject to paragraph 28.228.2, a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:

28.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

28.1.2 any liability incurred by that director in connection with the activities of the Company or an associated company in their capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act); and

28.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

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

28.3 In this Article:

28.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

28.3.2 a "relevant director" means any director or former director of the Company or an associated company.

29 INSURANCE

29.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

29.2 In this Article:

29.2.1 a "relevant director" means any director or former director of the Company or an associated company;

29.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and

29.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

30 ACCOUNTS

30.1 The directors shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act. Proper adequate books shall not be deemed to be kept and / or deemed sufficient if there are not such books of account as are necessary to give a true and fair view of the state of the affairs of the Company to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Company at any time.

30.2 The books of account shall be kept at the registered office of the Company or, subject to Section 388 of the Act, at such other place or places as the directors shall think fit and shall always be open to the inspection of any director.

31 RULES AND BYE-LAWS

The directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company. The company in general meeting shall have power to alter, add to or repeal any such rules or bye-laws and the directors shall adopt such means as they think sufficient to bring to the notice of Shareholder all such rules or bye-laws, which shall be binding on the Shareholder PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles.

32 DISTRIBUTION OF ASSETS ON WINDING UP

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, distribute to the Shareholder in specie, the whole or any part of the assets of the Company but the Shareholder shall not be compelled to accept any assets upon which there is a liability.