

Companies Act 2006

Special Resolution

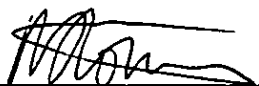
Company Number 04466066

Company Name British Air Transport Association Ltd

On the 14th January day of January 2016 the following special resolution was agreed and passed by the members

To adopt the revised Articles of Association

Signed



Nathan Stower
Company Secretary

WEDNESDAY



A18

A54SIVUP
13/04/2016
COMPANIES HOUSE

#321

1(No. 4466066)

THE COMPANIES ACT - 2006

**PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

BRITISH AIR TRANSPORT ASSOCIATION LIMITED

(adopted by special resolution passed on 14 January 2016)

INTERPRETATION

1 1 In these articles -

"**Act**" means the Companies Act 2006,

"**Chairman**" means an independent individual appointed by the Executive Committee to the role of non-executive chairman

"**Executive Committee**" means the Executive Committee and board of directors of the Company from time to time,

"**Rules**" means the rules and regulations as provided for in article 56 and adopted by the Company from time to time,

"**Full Time Executive**" means the Chief Executive (or equivalent post and Head of Policy & Communications (or equivalent post) from time to time,

"**Secretary**" means any person appointed to perform the duties of the secretary of the Company from time to time,

1 2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, facsimile, email and other modes of representing or reproducing words in a visible form

1 3 Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act

MEMBERS

2 There shall be two classes of members of the Company being Full Members and Associate Members The criteria for each class shall be as set out in the Rules

3 The number of members in each class shall be unlimited

4 The subscribers to the memorandum of association and such other persons as the Executive Committee shall elect shall be members of the Company Every member of the Company other than the subscribers shall either sign a written consent to become a member or sign the register of members on becoming a member

5 A Full Member may at any time withdraw from the Company giving at least six months' written notice to the Company and Associate Member may at any time withdraw from the Company giving at least one months' written notice Membership shall not be transferable without approval by the Executive Committee

LIABILITY OF MEMBERS

6 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after ceases to be a member, for-

6 1 Payment of the company's debts and liabilities contracted before he ceases to be a member,

6 2 Payment of the costs, charges and expenses of winding up, and

6 3 Adjustment of the rights of the contributories among themselves

GENERAL MEETINGS

7 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next The annual general meeting shall be held at such time and place as the Executive Committee shall appoint

- 8 The Executive Committee may, whenever it thinks fit, convene a general meeting and an annual general meeting. No business shall be conducted at any meeting of the Executive Committee unless a quorum is participating at the beginning of the meeting and also when that business is voted on.

NOTICE OF GENERAL MEETINGS

- 9 An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least 14 clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is held, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these articles, entitled to receive such notices from the Company. PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed in the case of a meeting being called by all the members entitled to attend and vote thereat.
- 10 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 11 All business shall be deemed special that is transacted at an general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Executive Committee.
- 12 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, one third of the total number of Full members present in person or by proxy shall be a quorum.
- 13 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Executive Committee may determine. Subject to article 14, no notice shall be required to be given of such adjourned meeting.
- 14 The chairman of the Executive Committee shall preside as chairman at every general meeting of the Company or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Chief Executive shall be chairman of the meeting. In the event that neither the Chairman or Chief Executive are able to attend and act as chairman at the general meeting, the meeting shall be adjourned to such time and place as the Executive Committee determine.
- 15 The chairman may, with the consent of any meeting at which a quorum is present (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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16 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 on the declaration of the result of the show of hands) demanded -

16.1 by the chairman, or

16.2 by at least two members present in person or by proxy, or

16.3 by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the statutory books containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

17 Except as provided in article 19, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

19 A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

20 Subject to the provisions of the Act, a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

VOTES OF MEMBERS

21 Only Full Members shall be entitled to a vote on any matter in relation to the Company on the basis that each Full Member shall have one vote. An Associate Member shall not be entitled to vote.

- 22 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her to the Company have been paid
- 23 On a poll, votes may be given either personally or by proxy
- 24 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised A proxy need not be a member of the Company
- 25 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within [UK] as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid

- 26 An instrument appointing a proxy shall be in the following form or a form otherwise approved by the Executive Committee -

"[] Limited

I/We of being a Full/ Member/ of the above-named Company, hereby appoint of or failing him/her of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the ● 20●, and at any adjournment thereof

Signed this ● day of ●20● "

- 27 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form otherwise approved by the Executive Committee -

"[] Limited

I/We of being a Full/ Member/ of the above-named Company, hereby appoint of or failing him/her of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the ● 200●, and at any adjournment thereof

Signed this ● day of ●200●

This form is to be used ² in favour the resolution
against

Unless otherwise instructed, the proxy will vote as he/she thinks fit

² Strike out whichever is not desired

- 28 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

- 29 Any corporation, authority or body which is a member of the Company may by resolution of its board, Executive Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation, authority or body which he represents as that corporation, authority or body could exercise if it were an individual member of the Company

AMENDMENT OF ARTICLES

- 30 A special resolution for the amendment of these articles or adoption of new articles in their place shall only be passed if three-quarters of all the members for the time being vote in favour of such special resolution

EXECUTIVE COMMITTEE

- 31 Each Full Member shall be entitled to appoint one member to the Executive Committee and replace that Member at any time on written notice, PROVIDED THAT upon any Full Member ceasing to be a Full Member, that Full Member's representative on the Executive Committee shall also resign. The Chairman shall also be a member of the Executive unless otherwise determined by the other members of the Executive Committee provided that upon ceasing in his capacity as Chairman that person shall automatically resign as a member of the Executive Committee
- 32 The remuneration of the Full Time Executive, the Chairman and any other employees or officers shall from time to time be determined by the Executive Committee in general meeting. Such remuneration shall be deemed to accrue from day to day

BORROWING POWERS

- 33 The Executive Committee may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Such power may only be exercised following the approval of the members by way of special resolution from time to time

POWERS AND DUTIES OF EXECUTIVE COMMITTEE

- 34 The day to day business of the Company shall be managed by the Full Time Executive (so far as any exist in this role) as delegated by the Executive Committee and who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may

be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made

- 35 The Executive Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Executive Committee, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the members of the Executive Committee under these articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Executive Committee may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him
- 36 The Executive Committee shall employ full time the Full Time Executive who shall further be entitled to employ such other individuals as it deems appropriate and shall set their remuneration accordingly provided always that if the annual expenditure of the Association (including such employees' remuneration) shall not exceed the approved annual budget, the consent of the majority of Full Members shall be required for further expenditure
- 37 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Executive Committee shall from time to time by resolution determine
- 38 The Executive Committee shall delegate to the Full Time Executive (so far as any exists in this role) 38 1 cause minutes to be made in books provided for the purpose -
- 38 2 of all appointments of officers,
- 38 3 of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any committee of the Executive Committee,
- 38 4 of all resolutions and proceedings at all meetings of the Company, and of the Executive Committee, and of committees of the Executive Committee

DISQUALIFICATION OF MEMBERS

- 39 Further to any other provisions relating to cessation of membership as set out in these Articles or in the Rules, the office of member of the Executive Committee shall be vacated if the member -
- 39 1 becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 39 2 becomes prohibited from being a member of the Executive Committee by reason of any order made under the Act, or

A member of the Executive Committee shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote his vote shall not be counted unless a majority of the Executive Committee approve otherwise

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 40 The members of the Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings approximately once every 3 months Questions arising at any meeting shall be decided by a majority of votes (each Full Member's Representative having one vote) In the case of an equality of votes, the chairman shall have a second or casting vote A member of the Executive Committee may, and the secretary on the requisition of a member of the Executive Committee shall, at any time summon a meeting of the Executive Committee
- 41 The quorum necessary for the transaction of the business of the Executive Committee, unless otherwise fixed by the Executive Committee from time to time, shall be one third of Full Members
- 42 The continuing members of the Executive Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of members of the Executive Committee the continuing member or members of the Executive Committee may act for the purpose of increasing the number of members of the Executive Committee to that number, or of summoning a general meeting of the Company, but for no other purpose
- 43 The Executive Committee may elect a chairman and determine the period for which he is to hold office by majority vote, but if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Chief Executive shall be chairman of the meeting
- 44 The Executive Committee may delegate any of its powers and discretions to the Full Time Executive or other committees consisting of such member or members of its body or such other person or persons as it thinks fit, any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee, the exercise by any such committee of the powers and discretions so delegated to it shall operate as if the same were exercised by the Executive Committee
- 45 A committee may elect a chairman of its meetings, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting
- 46 A committee may meet and adjourn as it thinks proper Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman shall have a second or casting vote
- 47 All acts done by any meeting of the Executive Committee or of a committee of the Executive Committee, or by any person acting as a member of the Executive Committee or of such a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Executive Committee, committee 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 and was qualified to be a member of the Executive Committee or such a committee

- 48 A resolution in writing, signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effective as if it has been passed at a meeting of the Executive Committee duly convened and held

ADVISORY COMMITTEE

- 49 The Advisory Committee is a sub-committee of the full BATA Executive Committee and is delegated to undertake work on behalf of and make recommendations to the full Executive Committee. The Advisory Committee shall discuss and provide input into agreed areas as directed by the full Executive Committee. These shall include but are not restricted to -
- 49 1 Chairman and CEO recruitment and remuneration issues,
- 49 2 reviewing and recommending the annual budget to the Executive Committee,
- 49 3 advising and informing the Chief Executive and Chairman in preparing the organisation's objectives and the reviewing of performance,
- 49 4 reviewing and verifying any changes to levels or the structure of membership subscriptions and recommending to the Executive Committee, and
- 49 5 providing informal guidance and advice to the Chairman and Chief Executive

MEMBERSHIP OF ADVISORY COMMITTEE

- 50 The Advisory Committee will consist of four Executive Committee members and the Chairman of BATA. The Committee will be chaired by the Chairman of BATA. In circumstances when the Chairman's performance, remuneration or contract is to be discussed, the Committee will elect a member to act as a temporary Chairman for that section of the meeting. The Secretariat will be provided by the Chief Executive of BATA.
- 51 Membership of the Advisory Committee will be decided by a vote of the full Executive Committee. Voting will take place once a year at the AGM. Membership is on the basis of airline, not an individual, and if a member's representative on the Executive Committee changes then their replacement will automatically join the Advisory Committee, if that airline is a member of the Advisory Committee.
- 52 It is expected that the representatives who sit on the Advisory Committee will be the same representatives who sit on the Executive Committee. Substitutes will be permitted, but not encouraged.

- 53 If a vacancy arises, through resignation of that member airline from the Advisory Committee, it should be filled by a vote at the next Executive Committee. If a meeting of the Advisory Committee is due or required before the next Executive Committee, then the Chairman will conduct a vote by email.

PROCEEDINGS OF THE ADVISORY COMMITTEE

- 54 The Advisory Committee will meet at least annually to review and recommend the annual budget to the Executive Committee, and as may be required through the year to discuss any other matters under its remit.
- 55 The Chairman, aided by the Chief Executive, will call meetings and provide the necessary papers. Minutes, with actions, recommendations and decisions clearly recorded will be circulated by the Chief Executive, after approval by the Chairman.
- 56 Minutes of each meeting of the Advisory Committee will be circulated along with other papers to the Executive Committee, in advance of the next meeting of the Executive Committee. A verbal report will also be given by the Chairman.
- 57 Members of the Advisory Committee can request meetings be called at any time and requests items to be added to meeting agenda.

SECRETARY

- 58 Subject to the Act, the secretary may be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it may think fit, and any secretary so appointed may be removed by it.

ACCOUNTS

- 59 The Executive Committee shall cause accounting records to be kept in accordance with the Act and any other relevant statutes and regulations.
- 60 The accounting records shall be kept at the registered office of the Company, or subject to the Act, at such other place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the Executive Committee and the Secretary.
- 61 The Executive Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Executive Committee or the Secretary, and no member (not being a member of the Executive Committee or the Secretary) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Executive Committee or by the Company in general meeting.
- 62 The Executive Committee shall from time to time, in accordance with the Act and any other relevant statutes and regulations, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the same.

- 63 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the auditors' report and the Executive Committee's report shall, not less than 21 days before the date of such meeting, be sent to every member of, and every holder of debentures of, the Company, PROVIDED THAT this article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any debentures

NOTICES

- 64 A notice may be given by the Company to any member either personally or by sending it by post or facsimile to him at his registered address, or by electronic communication to such address as may for the time being be notified by that member to the Company for that purpose. Where notice is sent by post, service of the notice shall be deemed effected by properly addressing, prepaying and posting a letter containing the notice. Notice given personally shall be effective immediately, notice sent by post shall be deemed effective at the expiration of 48 hours after the letter containing the same is posted, notice sent by either facsimile or electronic communication shall be deemed effective on the date that the facsimile or electronic communication is sent provided that it is sent before 4 30pm, failing which it shall be deemed effective on the following day
- 65 Notice of every general meeting shall be given in any manner hereinbefore authorised to -
- 65 1 every member,
- 65 2 every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting, and

No other person shall be entitled to receive notices of general meetings

RULES OR BY-LAWS

- 66 Provided as set out in article 56, the Executive Committee may from time to time make such rules or bye-laws as they may deem necessary, expedient, desirable or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and (provided as aforesaid) in particular but without prejudice to the generality of the foregoing they may by such rules or bye-laws regulate -
- 66 1 the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members,
- 66 2 the conduct of members of the Company in relation to one another, and to the Company's officers, employees, agents, representatives and advisers,
- 66 3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,

- 66 4 the procedure at general meetings and meetings of the Executive Committee and committees of the Executive Committee in so far as such procedure is not regulated by these articles,
- 66 5 and, generally, all such matters as are commonly the subject matter of Company rules or bye-laws
- 67 A majority of the Full Members in general meeting shall have power to alter or repeal the rules or bye-laws and to make additions thereto and the Executive Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Company all such rules or bye-laws which, so long as they are in force, shall be binding on all members of the Company, PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum of association of the Company or these articles, and, so far as any rule or bye-law shall be inconsistent with any provision of the memorandum of association of the Company or of these articles, such provision shall prevail and supersede such rule or bye-law
- 68 Subject to the provisions of the Act but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every member of the Executive Committee shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities attaching to him/her in respect of any negligence, default, breach of duty or breach of trust in relation to the affairs of the Company in circumstances involving (i) his/her defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or he/she is acquitted or (ii) any application under section 727 of the Act, in which relief is granted to him/her by the court "

NAMES, ADDRESSES AND OCCUPATIONS OF SUBSCRIBERS

1

2

Dated this day of 2016

Witness to the above signatures -