



FILE COPY

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

Company No. 7085879

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

CORNWALL AIR AMBULANCE TRUST

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

Given at Companies House on **24th November 2009**



N07085879V

A5K3KF89



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

IN01

044 970/50

Oyez

Application to register a company

827533

SAME 250 25

24/11/2009

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

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

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership. To
this, please use form LL IN01.

TUESDAY



A06 24/11/2009 49
COMPANIES HOUSE

Part 1 Company details

► **Filling in this form**
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

A1

Company details

Please show the proposed company name below.

Proposed company
name in full 1

Cornwall Air Ambulance Trust

For official use

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

A2

Company name restrictions 2

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

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

2 **Company name restrictions**
A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.companieshouse.gov.uk

A3

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

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

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

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

A4

Company type 4

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked):

- ☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

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

IN01

Application to register a company



Situation of registered office 1

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

1 Registered office

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

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

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



Registered office address 2

Please give the registered office address of your company.

Building name/number

Street

Victoria Square

Post town

Roche

County/Region

Cornwall

Postcode

P L 2 6 8 L Q

2 Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5.

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

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



Articles of association 3

Please choose one option only and tick one box only.

Option 1

I wish to adopt one of the following model articles in its entirety. Please tick only **one** box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only **one** box.

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.

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



Restricted company articles 4

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

☐

4 Restricted company articles

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

IN01

Application to register a company

Part 2**Proposed officers**

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

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

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

Secretary**B1****Secretary appointments 1**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title*	
Full forename(s)	
Surname	
Former name(s) 2	

1 Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

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

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2**Secretary's service address 3**

Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

3 Service address

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

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

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

B3**Signature 4**

I consent to act as secretary of the proposed company named in Section A1.	
Signature	<div style="text-align: center;">X</div>








4 Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary

 Corporate secretary appointments ¹	
Please use this section to list all the corporate secretary appointments taken on formation.	
Name of corporate body/firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
 Location of the registry of the corporate body or firm	
Is the corporate secretary registered within the European Economic Area (EEA)?	
► Yes Complete Section C3 only ► No Complete Section C4 only	
 EEA companies ²	
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ³	
Registration number	
 Non-EEA companies	
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ⁴	
Registration number	
 Signature ⁵	
I consent to act as secretary of the proposed company named in Section A1 .	
Signature	Signature  

¹ Additional appointments
If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.

Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

² EEA
A full list of countries of the EEA can be found in our guidance: www.companieshouse.gov.uk

³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

⁴ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

⁵ Signature
The person named above consents to act as corporate secretary of the proposed company.

IN01

Application to register a company

Director



Director appointments 1

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	MR
Full forename(s)	ALISTER
Surname	PILLING
Former name(s) 2	
Country/State of residence 3	UNITED KINGDOM
Nationality	BRITISH
Date of birth	17 10 1963
Business occupation (if any) 4	SOLICITOR

1 Appointments

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

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

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

4 Business occupation

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

Additional appointments

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



Director's service address 5

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

Building name/number	
Street	VICTORIA SQUARE
Post town	ROCHE
County/Region	CORNWALL
Postcode	P L 2 6 8 L Q
Country	

5 Service address

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

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

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



Signature 6

I consent to act as director of the proposed company named in Section A1.

Signature	<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">X</div> <div style="text-align: center;">  </div> <div style="margin-left: 20px;">X</div> </div>
-----------	--

6 Signature

The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Director



Director appointments 1

Please use this section to list all the director appointments taken on formation.
For a corporate director, complete Sections E1-E5.

Title*	MR																
Full forename(s)	HAROLD																
Surname	CHAPMAN																
Former name(s) 2																	
Country/State of residence 3	UNITED KINGDOM																
Nationality	BRITISH																
Date of birth	<table border="1"><tr><td>d</td><td>d</td><td>m</td><td>m</td><td>y</td><td>y</td><td>y</td><td>y</td></tr><tr><td>2</td><td>2</td><td>0</td><td>3</td><td>1</td><td>9</td><td>4</td><td>7</td></tr></table>	d	d	m	m	y	y	y	y	2	2	0	3	1	9	4	7
d	d	m	m	y	y	y	y										
2	2	0	3	1	9	4	7										
Business occupation (if any) 4	RETIRED																

1 Appointments

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

2 Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

3 Country/State of residence

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

4 Business occupation

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

Additional appointments

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



Director's service address 5

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

Building name/number									
Street	VICTORIA SQUARE								
Post town	ROCHE								
County/Region	CORNWALL								
Postcode	<table border="1"><tr><td>P</td><td>L</td><td>2</td><td>6</td><td></td><td>8</td><td>L</td><td>Q</td></tr></table>	P	L	2	6		8	L	Q
P	L	2	6		8	L	Q		
Country									

6 Service address

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

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

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



Signature 6

I consent to act as director of the proposed company named in Section A1.

Signature	<table border="1"><tr><td>Signature</td><td></td><td></td></tr></table>	Signature		
Signature				

6 Signature

The person named above consents to act as director of the proposed company.

IN01 - continuation page

Application to register a company



Director

Director appointments ①

Please use this section to list all the directors of the company.
For a corporate director, complete Sections E1-E5.

Title*	MR											
Full forename(s)	JOSEPH											
Surname	JACQUES											
Former name(s) ②												
Country/State of residence ③	UNITED KINGDOM											
Nationality	BRITISH											
Date of birth	<table><tr><td>d</td><td>1</td><td>4</td><td>m</td><td>0</td><td>5</td><td>y</td><td>1</td><td>9</td><td>4</td><td>9</td></tr></table>	d	1	4	m	0	5	y	1	9	4	9
d	1	4	m	0	5	y	1	9	4	9		
Business occupation (if any) ④	RETIRED.											

- ① **Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② **Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ **Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- ④ **Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.

Director's service address ⑤

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

Building name/number									
Street	VICTORIA SQUARE								
Post town	ROCHE								
County/Region	CORNWALL								
Postcode	<table><tr><td>P</td><td>L</td><td>2</td><td>6</td><td></td><td>8</td><td>L</td><td>Q</td></tr></table>	P	L	2	6		8	L	Q
P	L	2	6		8	L	Q		
Country									

- ⑤ **Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	<table><tr><td>Signature</td><td></td><td>X</td></tr></table>	Signature		X
Signature		X		

- ⑥ **Signature**
The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

NIA

Corporate director appointments 1

Please use this section to list all the corporate directors taken on formation.

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

1 Additional appointments

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

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

EEA companies 2

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered 3

Registration number

2 EEA

A full list of countries of the EEA can be found in our guidance:
www.companieshouse.gov.uk

- 3 This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered 4If applicable, the
registration number**4 Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

Signature 5

I consent to act as director of the proposed company named in Section A1.

Signature

Signature

X

X

5 Signature

The person named above consents to act as corporate director of the proposed company.

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Application to register a company

N/A

Part 3

Statement of capital

Does your company have share capital?

- Yes Complete the sections below.
 ► No Go to Part 4 (Statement of guarantee).

Share capital in pound sterling (£)

Please complete the table below to show each class of shares held in pound sterling.

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4.

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
				£
				£
				£
				£
Totals				£

Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies.

Please complete a separate table for each currency.

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share (1)	Amount (if any) unpaid on each share (1)	Number of shares (2)	Aggregate nominal value (3)
Totals				

Totals

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

Total aggregate
nominal value (4)

4 Total aggregate nominal value
 Please list total aggregate values in
 different currencies separately. For
 example: £100 + € 100 + \$10 etc.

1 Including both the nominal value and any
share premium.3 Number of shares issued multiplied by
nominal value of each share.

2 Total number of issued shares in this class.

Continuation Pages

Please use a Statement of Capital continuation
page if necessary.

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Application to register a company

N/A

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

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are:

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

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

Continuation pages

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

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Application to register a company

N/A

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

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Application to register a company

NIA

Initial shareholdings

This section should only be completed by companies incorporating with share capital.
Please complete the details below for each subscriber.

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

Initial shareholdings

Please list the company's subscribers in alphabetical order.

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

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

- **Yes** Complete the sections below.
- **No** Go to **Part 5** (Statement of compliance).

Subscribers

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

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

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

① Name

Please use capital letters.

② Address

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

③ Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	ALSTER
Surname ①	PILLING
Address ②	VICTORIA SQUARE, ROCHE, CORNWALL
Postcode	P L 2 6 8 L Q
Amount guaranteed ③	£10

Subscriber's details

Forename(s) ①	HAROLD
Surname ①	CHAPMAN
Address ②	VICTORIA SQUARE, ROCHE, CORNWALL
Postcode	P L 2 6 8 L Q
Amount guaranteed ③	£10

Subscriber's details

Forename(s) ①	JACQUES
Surname ①	JOSEPH
Address ②	VICTORIA SQUARE, ROCHE, CORNWALL
Postcode	P L 2 6 8 L Q
Amount guaranteed ③	£10

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Application to register a company

Subscriber's details

Forename(s) ¹

Surname ¹

Address ²

Postcode

Amount guaranteed ³

Subscriber's details

Forename(s) ¹

Surname ¹

Address ²

Postcode

Amount guaranteed ³

Subscriber's details

Forename(s) ¹

Surname ¹

Address ²

Postcode

Amount guaranteed ³

Subscriber's details

Forename(s) ¹

Surname ¹

Address ²

Postcode

Amount guaranteed ³

Subscriber's details

Forename(s) ¹

Surname ¹

Address ²

Postcode

Amount guaranteed ³

1 Name

Please use capital letters.

2 Address

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

3 Amount guaranteed

Any valid currency is permitted.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Part 5**Statement of compliance**

This section must be completed by all companies.

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

- ▶ **No** Go to **Section H1** (Statement of compliance delivered by the subscribers).
- ▶ **Yes** Go to **Section H2** (Statement of compliance delivered by an agent).

Statement of compliance delivered by the subscribers

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

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

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

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

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Application to register a company

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



Statement of compliance delivered by an agent

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

Agent's name	Stephens Scown Solicitors							
Building name/number	3							
Street	Cross Lane St Austell Cornwall							
Post town								
County/Region								
Postcode	P	L	2	5		4	A	X
Country								
I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.								
Agent's signature	Signature X							X

**Presenter information**

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

Contact name

Company name

Stephens Scown Solicitors

Address

3 Cross Lane

St Austell

Cornwall

Post town

County/Region

Postcode

PL25 4AX

Country

DX

DX 81251 St Austell

Telephone

01726 74433

**Certificate**

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

- ☐ At the registered office address (Given in Section A6).
☐ At the agents address (Given in Section H2).

**Checklist**

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay**

A fee of £20 is payable to Companies House to register a company.

Make cheques or postal orders payable to 'Companies House.'

**Where to send**

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

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

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

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.

Section 243 exemption

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

**Further information**

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

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

COMPANY NOT HAVING A SHARE CAPITAL

**Memorandum of Association of Cornwall
Air Ambulance Trust**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

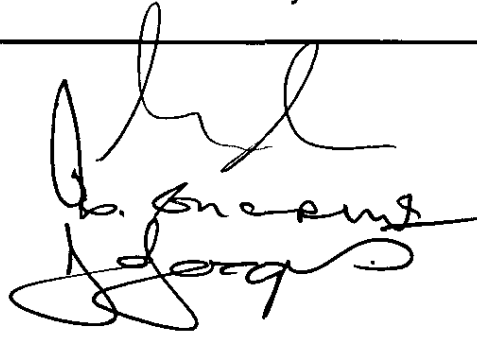
Name of each subscriber

Authentication by each subscriber

Alistair Pilling

Harold Chapman

Joseph Jacques



Dated 18th November 2009

THE COMPANIES ACTS 1985 AND 2006 COMPANY LIMITED BY GUARANTEE

Articles of Association of Cornwall Air Ambulance Trust

Interpretation

1 In these Articles:

"the 1985 Act" means the Companies Act 1985;

"The 2006 Act" means the Companies Act 2006;

"The Charities Act" means the Charities Act 1993 as amended by the Charities Act 2006;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a text message number in each case registered with the charity;

"the charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"firm" includes a limited liability partnership;

"officers" includes the Directors and the secretary;

"the seal" means the common seal of the charity if it has one;

"secretary" means the secretary of the charity or any other person appointed to perform the duties of the secretary of the charity, including a joint, assistant or deputy secretary;

"the Directors" means the directors of the charity. The Directors are charity trustees as defined by Section 97 of the Charities Act;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Charities Act, the 1985 Act or the 2006 Act but excluding any statutory modification not in force when these Articles become binding on the charity.

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

Name

- 2 The company's name is Cornwall Air Ambulance Trust (and in this document it is called "the charity").

Registered Office

- 3 The charity's registered office is to be situated in England.

Exclusion of Model Articles

- 4 The model Articles for a company limited by guarantee under section 19 of the 2006 Act shall not apply to the charity

Objects

- 5 The charity's objects (the Objects) shall be restricted to relieving pain and sickness for the benefit of the public by assisting in the provision of an air ambulance service primarily in Cornwall and the Isles of Scilly.

Powers

- 6 (1) In addition to any other powers it may have, the charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the charity must not undertake any taxable trading and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power the charity must comply as appropriate with sections 36 and 37 of the Charities Act;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The charity must comply as appropriate with sections 38 and 39 of the Charities Act, if it wishes to mortgage land;
 - (e) to co-operate with other bodies and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

- (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (h) to make grants or loans of money and to give guarantees;
- (i) to deposit documents and physical assets with any company registered or having a place of business in England and Wales as custodian and to pay any reasonable fee required;
- (j) to insure the property of the charity against any foreseeable risk and take out other insurance policies to protect the charity when required;
- (k) to enter into contracts to provide services to or on behalf of other bodies;
- (l) to establish or acquire subsidiary companies to assist or act as agents for the charity;
- (m) to provide or carry out research;
- (n) to provide advice;
- (o) to publish or distribute information;
- (p) to provide suitable headquarters premises for the charity whether alone or in conjunction with some other person or body;
- (q) to set aside income for special purposes or as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (r) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 7(5) and provided it complies with the conditions in that Article;
- (s) to appoint a patron of the charity;
- (t) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (u) to provide indemnity insurance for the Directors or any other officer of the charity in relation to any such liability as is mentioned in Article 6(2), but subject to the restrictions specified in Article 6(3);
 - (v) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity;
 - (w) to do all such other lawful things which promote or help to promote the Objects.
- (2) The liabilities referred to in Article 6(1)(u) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the charity;
 - (b) the liability to make a contribution to the charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading);
 - (c) any other liability for which a company being a charity may lawfully provide indemnity insurance under section 73F of the Charities Act.
- (3) (a) The following liabilities are excluded from Article 6(2)(a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the charity or about which the person concerned did not care whether it was in the best interests of the charity or not.
- (b) There is excluded from Article 6(2)(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the charity would avoid going into insolvent liquidation.

Benefits to Members and Directors

- 7 (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses

properly incurred by him or her when acting on behalf of the charity.

- (b) Subject to the restrictions in Articles 6(2), 6(3) and 7(4), a Director may benefit from trustee indemnity insurance cover purchased at the charity's expense.
 - (c) A Director may receive an indemnity from the charity in the circumstances specified in Article 49.
- (3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Director receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.
- (4) No Director may:
 - (a) buy any goods or services from the charity;
 - (b) sell goods, services or any interest in land to the charity;
 - (c) be employed by, or receive any remuneration from the charity;
 - (d) receive any other financial benefit from the charity;unless:
 - (i) the payment or other benefit is permitted by Article 7(5), does not exceed an amount or value that is reasonable in all the circumstances, and does not result in a majority of the Directors having received a financial benefit from the charity; or
 - (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5)
 - (a)
 - (i) A Director may receive a benefit from the charity in the capacity of a beneficiary of the charity;
 - (ii) A Director may enter into a contract for the supply of goods or services to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A of the Charities Act.
 - (iii) A Director may receive interest on money lent to the charity at a reasonable and proper rate.
 - (iv) A company of which a Director is a member may receive fees remuneration or other benefit in money or

money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.

- (v) A Director may receive rent for premises let by the Director to the charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that such a Director shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (vi) A Director may purchase fundraising merchandise from the charity.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;
 - (ii) an employee;
 - (iii) a consultant;
 - (iv) a director; or
 - (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.
- (6) In this Article 7 other than Article 7(7):
- (a) "charity" shall include any company in which the charity:
- (i) holds more than 50% of the shares, or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the Board of the company;
- (b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his or her partner, and, except in relation to Article 7(5)(b), to any individual, firm or company with which the Director has a close business relationship.
- (7) Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee, he or she must:
- (a) declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - (b) be absent from the meeting for that item unless expressly invited to remain in order to provide information;

(c) not be counted in the quorum for that part of the meeting; and

(d) be absent during the vote and have no vote on the matter.

- (8) This Article 7 may not be amended without the written consent of the Commission in advance.

Limited Liability

- 8 The liability of the members is limited.

Guarantee

- 9 Every member promises, if the charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

Dissolution

- 10 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities established for purposes similar to the Objects; or
 - (c) to any charity for use for particular purposes that fall within the Objects
- (2) Subject to any such resolution of the members of the charity, the Directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any charity or charities established for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no such resolution is passed by the

members or the Directors the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.

- (4) This Article 10 may not be amended without the written consent of the Commission in advance.

Members

- 11 (1) The subscribers to the memorandum are the first members of the charity;
- (2) Membership is open to other individuals or organisations who:
 - (a) apply to the charity in the form required by the Directors; and
 - (b) are approved by the Directors.
- (3) (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application;
- (b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4) Membership is not transferable to anyone else.
- (5) The Directors must keep a register of names and addresses of the members.

Classes of membership

- 12 (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

13 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

General Meetings

14 (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

15 The Directors may call a general meeting at any time.

Notice of General Meetings

16 (1) The minimum periods of notice required to hold a general meeting of the charity are:

- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;

- (b) fourteen clear days for all other general meetings.

- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.

- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to

appoint a proxy under section 324 of the 2006 Act and article 14 of these Articles.

- (4) The notice must be given to all the members and to the Directors and auditors.

- 17 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

Proceedings at general meetings

- 18 (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is:

- (a) Four members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or

- (b) one tenth of the total membership at the time

whichever is the greater.

- (3) The authorised representative of a member organisation shall be counted in the quorum.

- 19 (1) If:

- (a) a quorum is not present within half an hour from the time appointed for the meeting; or

- (b) during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

- (2) the Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (3) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

- 20 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.

- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 21
 - (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
 - (2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting
- 22
 - (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
 - (a) by the person chairing the meeting; or
 - (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
 - (2)
 - (a) the declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) the result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
 - (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Proxies: appointment and voting

- 23 (1) Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.
- (2) The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

"charity name

I/We, _____, of _____, being a member/members of the above-named charity, hereby appoint _____ of _____, or failing him/her _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on _____ 20 _____, and at any adjournment thereof.

Signed on _____ 20 _____ "

- (3) Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve);

"charity name

I/We, _____, of _____, being a member/members of the above-named charity, hereby appoint _____ of _____, or failing him/her _____ of _____, as my/our proxy to vote in my/our name[s] and on my/our behalf at the general meeting of the charity to be held on _____ 20 _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as s/he thinks fit or abstain from voting.

Signed this day of 20 ”

(4) The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the directors) may be lodged with the charity as follows:

(i) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to 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; or

(ii) In the case of an appointment contained in an electronic communication, where an address has been specified:

(a) in the notice convening the meeting, or

(b) in any instrument of proxy sent out by the charity in relation to the meeting, or

(c) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,

it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(iii) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(iv) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the secretary or to any director.

- (4) An appointment of proxy which is not deposited, delivered or received in a manner described in sub-clauses 14(4) shall be invalid.
- (5) A vote given or poll demanded by proxy or by the duly authorised representative of a member which is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the charity at:
 - (i) its registered office, or
 - (ii) at such other place at which the instrument of proxy was duly deposited, or
 - (iii) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received

before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Written resolutions

- 24 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that a copy of the proposed resolution has been sent to every eligible member and a simple majority (or in the case of a special resolution a majority of not less than 75% of members) has signified its agreement to the resolution in an authenticated document which has been received at the registered office within a period of 28 days beginning with the circulation date. A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify its agreement.

Votes of members

- 25 Subject to Article 3, every member, whether an individual or an organisation shall have one vote.
- 26 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 27
 - (1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
 - (2) The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors

- 28 (1) A Director must be a natural person aged 16 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.
- 29 The number of Directors shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 30 The first Directors shall be those persons notified to Companies House as the first directors of the charity.
- 31 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors

Power of Directors

- 32 (1) The Directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement

- 33 At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- 34 (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Directors

35 The charity may by ordinary resolution:

- (1) appoint a person who is willing to act to be a Director; and
- (2) determine the rotation in which any additional Directors are to retire.

36 No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:

- (1) he or she is recommended for re-election by the Directors; or
- (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director;
 - (c) contains the details that, if the person were to be appointed, the charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

37 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

38 (1) The Directors may appoint a person who is willing to act to be a Director.

- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.

39 The appointment of a Director, whether by the charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and removal of Directors

40 A Director shall cease to hold office if he or she:

- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
- (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (3) ceases to be a member of the charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Director by notice to the charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Directors' remuneration

- 41 The Directors must not be paid any remuneration unless it is authorised under Article 7(5).

Proceedings of Directors

- 42 (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles
- (2) Any Director may call a meeting of the Directors.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- 43 (1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 44 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 45 (1) the Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment
- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting

- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.
- 46 (1) A resolution in writing agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
 - (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - (b) a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

Delegation

- 47 (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book
 - (2) The Directors may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the Directors.
 - (3) The Directors may revoke or alter a delegation.
 - (4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 48 A Director must declare the nature and extent of any interest, direct or indirect, which s/he has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

- 49 (1) Subject to Article 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- (a) Who was disqualified from holding office;
 - (b) Who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- (d) The vote of that Director; and
 - (e) That Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.
- (2) Article 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 40(1), the resolution would have been void, or if the Director has not complied with Article 39.

Seal

- 50 If the charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

Minutes

- 51 The Directors must keep minutes of all:
- (1) appointments of officers made by the Directors;
 - (2) proceedings at meetings of the charity;
 - (3) meetings of the Directors and committees of Directors including:
 - (a) the names of the Directors present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions

Accounts

- 52 (1) The Directors must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements or Recommended Practice.

- (2) The Directors must keep accounting records as required by the 2006 Act.

Annual Report and Return and Register of Charities

- 53 (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the charity;
 - (b) the preparation of an Annual Report and its transmission to the Commission;
 - (c) the preparation of an Annual Return and its transmission to the Commission.
- (2) The Directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.
- 54 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given using electronic communications.
- 55 (1) The charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 56 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 57 (1) Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

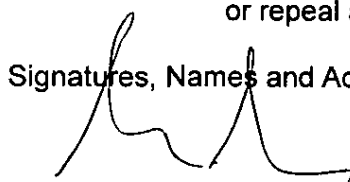
Indemnity

- 58 The charity may indemnify any Director, Auditor, Reporting Accountant, or other officer of the charity against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the 2006 Act.

Rules

- 59 (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the charity.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Directors insofar as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The charity in general meetings has the power to alter, add or to repeal the rules or bye laws.
- (4) The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the charity.
- (5) The rules or bye laws, shall be binding on all members of the charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers



Alister Pilling of 26 Drostyn Way,
Barrow-in-Furness,
LA6 0DS.

In the presence of:-

Witness signature *P. Martin*

Name: PAULA BRIDGET MARTIN

Address: POLGLAZE FARM FOWEY CORNWALL PL23 1JZ

Occupation: CHARITY CHIEF EXECUTIVE

Harold Chapman Harold Chapman of Whimbrel, Whitecross,
Wadebridge, Cornwall, PL27 8JB

In the presence of:-

Witness signature *P. Martin*

Name: PAULA BRIDGET MARTIN

Address: POLGLAZE FARM FOWEY CORNWALL PL23 1JZ

Occupation: CHARITY CHIEF EXECUTIVE

Joseph Jacques Joseph Jacques of IS CHURCHTOWN
ST. NEWLYN EAST
NEWQUAY
CORNWALL
TR8 5L3

In the presence of:-

Witness signature *P. Martin*

Name: PAULA BRIDGET MARTIN

Address: POLGLAZE FARM FOWEY CORNWALL PL23 1JZ

Occupation: CHARITY CHIEF EXECUTIVE

Dated 18. 11. 09.