

Company Number: 07016635

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

**ADS GROUP LTD
(‘Company’)**

SPECIAL RESOLUTION OF THE MEMBERS

Passed on 24 May 2023

The following resolution was passed as a special resolution at a duly convened general meeting of the members of the Company held on 24 May 2023, pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

“THAT the articles of association attached hereto be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.”



.....
Christina Smith
Company Secretary
for and on behalf of ADS Group Limited

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

OF

**ADS GROUP LIMITED
Company No. 07016635**

Incorporated on 11TH September 2009

Articles adopted by Special Resolution passed on 24 May 2023

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PART 1
INTERPRETATION AND
LIMITATION OF LIABILITY

Defined terms

1 In these Articles:

1.1 the words set out in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column thereof:

Words	Meanings
2006 Act	the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Acts	has the meaning given to it in section 2 of the 2006 Act in so far as the provisions referred to in such section are in force from time to time;
ADS Scotland Council	is a committee within ADS comprising nominated ADS members with a Scottish presence to provide strategic direction to ADS in Scotland;
ADS Northern Ireland Council	is a committee within ADS comprising nominated ADS members with a Northern Irish presence to provide strategic insight and direction to ADS in Northern Ireland;
Aerospace Sector	means the business division of the Company made up of those members who have been registered by the Company as having a specific interest in the aerospace sector;
Annual General Meeting	means a meeting of general membership called in accordance with Article 22;
These Articles	these Articles of Association, and the regulations of the Company from time to time in force;
Associated Company	means a company or other body corporate which is (or where the context admits, was at any relevant time) associated with the Company for the purposes of section 256 of the 2006 Act;
Audit Committee	means the committee authorised by the Board to ensure key accounting matters of the Company have been adequately considered and that accounts are filed on time;
Auditors	the auditors of the Company from time to time;
Board	the board of directors of the Company, as constituted in accordance with these Articles from time to time;
CEO	the Chief Executive Officer of the Company from time to time;
Civil Aviation Transport Council	the committee representing the Aerospace Sector
Clear Days	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Council	a group of senior industry representatives to help advise and guide the Board and that the Board can consult by providing industry insight, knowledge and experience, who are elected and appointed in accordance with these Articles from time to time;

Defence Sector	means the business division of the Company made up of those members who have been registered by the Company as having a specific interest in the Defence sector;
Defence Sector Council	the committee representing the Defence Sector
Director	means a director of the Company;
Electronic form	has the meaning given to it in section 1168(3) of the 2006 Act;
Electronic means	has the meaning given to it in section 1168(4) of the 2006 Act;
Executed	includes any mode of execution;
Immediate Past President	means the last person to hold office as President from time to time;
Membership Committee	any membership committee established in accordance with Article 19 of these Articles;
Month	calendar month;
Objects	Means the main objectives of the Company and are set out in Schedule A
President	the president of the Company elected by the members in accordance with Article 56;
Regional Council(s)	means the ADS Scotland Council and ADS Northern Ireland Council and any further committees that may be set up to represent members in any other countries within the United Kingdom
Secretary	the Company secretary of the Company from time to time or any person appointed to perform the duties of secretary of the Company including a joint, assistant or deputy secretary;
Sector	means any of the Aerospace Sector, the Defence Sector, the Security Sector and the Space Sector;
Security Sector	means the business division of the Company made up of those members who have been registered by the Company as having a specific interest in the security sector;
Security Sector Council	the committee representing the Security Sector
Small and Medium Enterprises	means companies whose turnover does not exceed the threshold set by the Board to determine the identity of a "Small Company", as may be varied at the Board's discretion from time to time;
Space Sector	means the business division of the Company made up of those members who have been registered by the Company as having a specific interest in the Space Sector;
The Statutes	means the Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Acts;
United Kingdom	Great Britain and Northern Ireland; and
Vice-Presidents	the vice-presidents of the Company appointed pursuant to these Articles.

- 1.2 words importing the singular number only shall include the plural number, and vice versa;
 - 1.3 words importing persons shall include natural persons and partnerships, firms or other such incorporated bodies, corporate bodies and all other legal persons of whatever kind and howsoever constituted;
 - 1.4 subject as aforesaid, any words or expressions defined in the Acts or any statutory modifications thereof in force at the date on which these Articles become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
- 2 The provisions of Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) are hereby excluded.
 - 3 The Company is established for the purposes expressed in the Objects, the contents of which shall be deemed to be incorporated in these Articles.
 - 4 The liability of the members is limited as follows:
 - 4.1 every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Company contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £100.
 - 5 The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company of:

 - 5.1 reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the Company;
 - 5.2 reasonable and out of pocket expenses of members of the Board and Council; and
 - 5.3 interest at such reasonable and proper rate per annum as the Board shall decide on money lent or reasonable and proper rent for premises demised or let by any member of the Company.

PART 2 **MEMBERS**

Membership

- 6 The number of members with which the Company proposes to be registered is up to 1,500, but the Board may from time to time register a change in the number of members.
- 7 Where any organisation, firm or person desires to be admitted to membership of the Company they must complete, sign and return to the Company an application for admission framed in such terms and manner (including electronic) as the Board shall require.
- 8 No organisation, firm or person shall be admitted as a member of the Company unless admission is first approved by the Board and the Board shall have full discretion as to the admission of any organisation, firm or person to membership

which will ordinarily, but will not necessarily, be confined to an organisation, firm or person wholly or partly engaged in the activities described in clauses 1(i) and 1(ii) of the Objects.

- 9 The Board may require a member to furnish to it such evidence as it may think fit that any eligibility, qualification or condition for the time being required or imposed for membership of the Company is duly satisfied, whether on application for admission to membership or at any time after admission.
- 10 Every member shall be bound to further to the best of their ability the objects, interests and influence of the Company, and shall observe the terms of these Articles and all and any by-laws, rules and regulations of the Company.

Membership Fees

- 11 The qualification of a member shall be the annual payment to the Company of such sum or sums as the Board shall determine.
- 12 The Board shall have the power to determine from time-to-time different classes of membership of the Company and the eligibility and qualifications for such different classes as well as the rights and privileges of each such class and modify them at its discretion. The amounts of any joining fees and annual subscriptions to be payable by the members of each membership class shall be determined by the Board from time to time. The Board shall be entitled in its absolute discretion to charge different amounts (if any) by way of fees and subscriptions for different applicants, members or classes of members whether on the basis of scales, bands or otherwise.
- 13 In the event that a member, who is so eligible, subsequently wishes to change membership class, the Board at their discretion may agree to such change upon such terms and conditions as it shall determine and subject to the payment by that member of any additional or increased fees or subscription as determined by the Board.
- 14 The privileges of a member shall not be transferable and shall cease on death, liquidation, resignation, exclusion pursuant to Articles 16 to 18 (inclusive) or on the failure to pay any fee or subscription demanded of them within one month of a request for payment. Save as otherwise set out in these Articles, a member who ceases to be a member shall not be entitled to claim a return of any money paid to the Company by way of subscription or otherwise.

Resignation

- 15 Any member wishing to resign their membership shall give one month's notice thereof in writing to the Company and shall be liable for payment of any fees and subscriptions then due.

Exclusion Process

- 16 Subject to Article 17 any member who shall fail in observance of any of these Articles or by-laws of the Company shall be excluded from the Company if a resolution to exclude them from the Company is passed by at least three-fourths of the Directors present and voting at a special Board meeting at which not less than nine Directors shall be present. Any member who is the subject of such resolution shall have seven Clear Days' notice sent to them of the Board meeting and they may attend the meeting but shall not be present at the voting nor take part in the proceedings otherwise than as the Board allows.
- 17 A member excluded from the Company pursuant to Article 16 may, within seven days after notice of such exclusion, appeal the decision of the Board to a general meeting of the Company by serving notice on the Board requiring the Board to convene a general meeting of the Company which upon receipt the Board shall convene no later than 45 days after receiving such notice. The member shall be entitled to receive notice of and attend, but not vote, at such meeting, and shall be entitled to be heard on the resolution at that meeting and/or

submit written representations at such meeting to the members (in each case not exceeding reasonable length). A majority of not less than three-fourths of the members present at such general meeting (but excluding any member who is also a Director, who may attend and speak, but shall not vote) shall have power to approve or annul an exclusion pursuant to Article 16, or to annul it subject to the performance of any conditions which the meeting may think fit to impose. If no general meeting is held within the above mentioned 45-day period, or if no decision of the members is reached (either within such period or at the date of any poll on the issue, whichever is later), then the members shall be deemed to have decided to annul the exclusion.

- 18 A member excluded pursuant to Article 16 and who does not make an appeal pursuant to Article 17 or who withdraws an appeal before a decision of the members is reached (or deemed to have been reached) pursuant to Article 17 or a member excluded pursuant to Article 17 shall forfeit all claim to a return of any money paid by them by way of fees or subscriptions or otherwise, unless the Board or the members (as the case may be) decide otherwise, and shall cease to be a member of the Company as at the date of the Board's decision under Article 16 or the members' decision under Article 17 (as the case may be).

Membership Responsibility

- 19 Membership matters shall be the responsibility of the Board who shall have the power to delegate such authority to a membership committee comprising members of the Company.

Membership Voting

- 20 Every member of the Company shall be entitled to receive notice of, and to attend and vote at general meetings of the Company.

Use of Company Trademarks by Members

- 21 Any member shall be entitled to use the collective trademarks referred to, and on the terms and subject to the conditions contained in, the regulations of use determined by the Board and published on the Company's website from time to time or such terms as the UK Intellectual Property Office may determine should be contained therein from time to time.

PART 3

GENERAL MEETINGS

Organisation of General Meetings

- 22 The Company shall hold a general meeting in every calendar year as its Annual General Meeting (**AGM**) at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every AGM shall be held not more than fifteen months after the holding of the last preceding AGM.
- 23 The Board may whenever they think fit convene a general meeting and general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 303 of the 2006 Act.
- 24 Fourteen Clear Days' notice in writing at the least of every general meeting, specifying the place, the day and the hour of meeting and the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Acts entitled to receive such notices from the Company; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than Annual general meetings, a meeting may be convened by such notice as those members may think fit.
- 25 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any

resolution passed, or proceeding had, at any general meeting.

Proceedings at General Meetings

- 26 All business shall be deemed special that is transacted at a general meeting, and all that is transacted at an AGM shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- 27 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of an organisation or corporation shall be a quorum.
- 28 If within half an hour of the time appointed for the holding of a general meeting, or if during a general meeting such a quorum is not or ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
- 29 The President, or failing them one of the Vice-Presidents, shall preside as chairman at every general meeting at which they are present. If there shall be no such officers, or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose a Director, or if no such Director be present, or if all the Directors present decline to take the chair, they shall choose a member of the Company who shall be present to preside.
- 30 A Director shall, notwithstanding that they are not a member of the Company be entitled to attend and speak at any general meeting.
- 31 The chairman of a general meeting 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 business which might have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 32 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands, a poll is duly demanded by the chairman or by at least five members having the right to vote at the general meeting present in person or by proxy, or by a 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 of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 33 Subject to the provisions of Article 31, if a poll be demanded in manner aforesaid, it

- shall be taken at such time and place not being more than thirty days after the poll is demanded, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 34 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 35 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 36 No poll shall be demanded on the election of a chairman of a general meeting, or on any question of adjournment.
- 37 A person is able to exercise the right to speak as a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 38 A person is able to exercise the right to vote at a general meeting when:
- 38.1 that person is able to vote, during the meeting, on resolution put to the vote at the meeting, and
- 38.2 that person's vote can be taken in to account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 39 The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 40 In determining attendance and quorum at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other. For the avoidance of doubt, for the purposes of the quorum at a general meeting all those members present whether or not they are in the same place as each other provided they are in a position to communicate to all those attending the meeting shall be included in the quorum.
- 41 Two or more persons who are not in the same place as each other attend a general meeting e.g. their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 42 A member attending a general meeting shall be entitled to vote either during the meeting or by way of a pre-delivered proxy, but their vote(s) shall not be counted twice.
- Votes of Members**
- 43 Subject as hereinafter provided; every member shall have one vote.
- 44 Votes may be given whether on a show of hands or on a poll either personally or by proxy as set out in Schedule B.
- 45 Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of their membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.
- 46 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive.
- 47 A corporation may vote by its duly authorised representative appointed as provided by section 323 of the 2006 Act.

PART 4
THE BOARD

Composition

- 48 Until otherwise determined by a general meeting the Board shall consist of up to 15 individuals comprising:
- 48.1 3 Directors appointed by the Board (ex officio) from time to time for the following roles:
- 48.1.1 the Immediate Past President;
- 48.1.2 the Chief Executive Officer; and
- 48.1.3 the Finance Director.
- 48.2 9 Directors comprising;
- 48.2.1 1 Director representing the Defence Sector, who will be the Defence Vice-President, elected by the membership representing the Defence Sector;
- 48.2.2 1 Director representing the Security Sector, who will be the Vice-President, elected by the membership representing the Security Sector;
- 48.2.3 1 Director representing the Aerospace Sector, who will be the Aerospace Vice-President, elected by the membership representing the Aerospace Sector;
- 48.2.4 1 Director representing the Space Sector, who will be the Space Vice-President, elected by the membership representing the Space Sector;
- 48.2.5 2 Directors each representing the devolved governments in Scotland and Northern Ireland who will be the residing chairs of the Scotland Council and Northern Ireland Council from time to time;
- 48.2.6 1 Director representing the Small and Medium Enterprises (SMEs), who will be an individual nominated by the Council and elected by the Board;
- 48.2.7 1 Director who will be the residing chair of the Audit Committee from time to time;
- 48.2.8 1 Director nominated by the Council and appointed by the Board as the President.
- 48.3 Up to 3 other persons appointed by the Board at the request of the President and these Directors shall be selected due to their specialist knowledge and experience that the Board considers necessary to complement its skill sets.
- 49 The Board shall have the power to co-opt other persons to serve on the Board on such terms as it shall determine.
- 50 In appointing Directors the Board shall, to the extent that is reasonably possible, ensure there is a balance of representation across small, medium, and large members reflecting their size of UK revenues.
- 51 The Board may from time to time appoint any representative of a member of the Company to fill a casual vacancy on the Board for such a period and on such terms as the Board may see fit. Any member so appointed shall retain their office only until the end of the calendar year of the date of their appointment, but thereafter they may be eligible for appointment as a Director under Article 48.

52 The Board shall meet not less than 4 times per calendar year.

Election and Appointment of Directors

53 The nomination and election of a Director by the members of a particular Sector pursuant to Articles 48.2.1 to 48.2.4 (the Vice Presidents) shall be by way of ballot of the members of the relevant Sector.

54 The Directors appointed in accordance with 48.2.5 (representing the devolved governments) shall be the residing chairs of their respective Regional Council from time to time, elected by their respective regions.

55 The Director representing the SMEs in accordance with 48.2.6 shall be nominated by the Council and elected by the Board.

56 The President will be elected by the Board following the prior nomination by the Council.

57 Where the nomination/election process includes a ballot by the members, such ballot may be carried out by post and/or by means of email, website or any other electronic means and the Board shall be responsible for the conduct of such ballots, including without limitation the timings thereof and the format and content of the nomination and ballot papers, as it sees fit.

58 No person shall be eligible to sit on the Board unless they have confirmed in writing of their willingness to sit.

59 A retiring Director shall be eligible for nomination as President so long as their name has been notified to the Council prior to the meeting of the Council at which such nominations will be made.

Directors' Tenure

60 The person appointed to the Board pursuant to Article 48.1.1 (Immediate Past President) shall hold office for such a period and on such terms as the Board may in its absolute discretion decide up to a maximum of 2 years.

61 Each person who becomes a Director by virtue of holding a particular position or role with the Company pursuant to Articles 48.1.2 (CEO) and 48.1.3 (FD) shall hold office as a Director for so long as they continue to hold that position or role.

62 The President shall hold office as President for a period of 2 years, unless otherwise determined by the Board.

63 Each person sitting on the Board as a consequence of holding the office of Vice President or chair of a Regional Council or the Audit Committee shall hold office as a Director for as long as their tenure as Vice President or chair continues up to a maximum of 3 years.

64 Each person elected to the Board pursuant to Articles 48.2.6 (representing the SMEs) and 48.3 (appointed at the President's request) shall hold office as a Director for a period of up to a maximum of 3 years.

65 Where a Director reaches the end of their tenure they shall immediately be deemed to have retired from office as a Director. In the case of a Director elected pursuant to any of Articles 48.2.1 to 48.2.4 (the Vice Presidents) the Board shall procure that the relevant part of the membership are asked to elect a replacement within a reasonable period thereafter.

66 At the end of each calendar year, any member of Board appointed pursuant to Articles 48.2.1 to 48.2.7 and 48.3 who has been in office for three years or more since their appointment or their last re-appointment or who would (but for the operation of this Article 66) have held office for not less than three consecutive years without retiring, shall retire from office.

- 67 Subject to Article 68, any Director who is due to retire shall be eligible for re-election.
- 68 No Director nominated or elected pursuant to Article 48.2 or 48.3 shall hold office as a Director for more than six consecutive years, unless they shall have held office as a Director immediately prior to their appointment as a consequence of holding one of the positions with the Company listed in any of Articles 48.1.2 (CEO) and 48.1.3 (FD). A former Director shall be eligible for re-nomination, re-election or re-appointment (as the case may be) to the Board after not less than one year following the end of their period of office.

Chief Executive Officer

- 69 A CEO may be appointed by the Board upon the recommendation of the President, the Immediate Past President and the Vice Presidents for such time, at such remuneration and upon such conditions as the Board may think fit, and any CEO so appointed may be removed by the Board. Upon their appointment the CEO shall (subject to their consent) automatically become, and shall remain while they hold office, a Director, unless or until:
- 69.1 they do not consent to be a member of Board;
- 69.2 upon the occurrence of an event provided by Articles 79.4, 79.5, 79.6 or 79.9; or
- 69.3 if requested by the Board following the occurrence of an event provided by Articles 79.1, 79.2, 79.7 or 79.8.

President

- 70 A President shall be nominated by the Council in accordance with Article 56. The President's term of appointment and any other conditions of appointment may be determined by the Board as it may think fit, and any President so appointed may be removed by the Board.
- 71 The candidates for election as President shall be either:
- 71.1 one of the incumbent Vice-Presidents at the time of nomination; or
- 71.2 a person who has previously held the position of Vice-President; or
- 71.3 a person who is an industry figure with relevant knowledge and experience of the Sectors, and relevant knowledge and experience of the Company.

Powers of the Board

- 72 Subject to the provisions of the Statutes and these Articles, the business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and whether or not required by the Acts or by these Articles to be exercised or done by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 73 The Board may from time to time make, alter and repeal by-laws, rules and regulations relating to the affairs of the Company as they may think fit, PROVIDED THAT no such by-laws, rules and regulations shall be inconsistent with these Articles or amount to an alteration of or addition to these Articles as could only be lawfully made by special resolution.
- 74 The Board may delegate any of its powers to any committee or committees (with such titles as the Board shall consider appropriate including "council" or "committee") consisting of such member or Directors and/or such other person or persons as it

thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of any delegating regulations made by the Board.

- 75 The Directors may act notwithstanding any vacancy on the Board; provided always that if there are insufficient Directors to form a quorum for a Board Meeting they shall only act in order to admit persons to membership of the Company, fill vacancies in their body, or summon a general meeting, but not for any other purpose.
- 76 The Board may exercise all 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.
- 77 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, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.

Directors Responsibilities

- 78 The Directors must comply with all relevant laws and statutory duties and responsibilities as defined by The 2006 Act at all time, including but not limited to:
- 78.1 acting within their authority;
 - 78.2 promoting the Company's success;
 - 78.3 exercising independent judgment;
 - 78.4 avoiding conflicts of interest and declaring the conflict of interest if conflicted;
 - 78.5 not accepting benefit from third parties unless the company has authorized them to do so;
 - 78.6 exercising reasonable care, skill and diligence in performing their duties and functions taking into consideration their knowledge, skill and experience.

Disqualification of Members of the Board

- 79 The office of a Director shall be vacated: -
- 79.1 if a receiving order is made against them, they become bankrupt, insolvent, enter into liquidation or they make any arrangement or composition with their creditors;
 - 79.2 if they become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - 79.3 if being a representative of a corporate member of the Company, that members ceases to be a member of the Company;
 - 79.4 if by notice in writing to the Company they resign their office;
 - 79.5 they cease to be eligible to be a director by any provision of the Acts or they become prohibited by law from being a director;
 - 79.6 if they are removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act;
 - 79.7 if they absent themselves from the meetings of the Board for a continuous period of twelve months without special leave of absence from the Board, and it resolves that their office be vacated;
 - 79.8 if they are convicted of an offence (other than a motoring offence); or

79.9 if they are requested by all their fellow Directors to resign.

80 In addition, any Vice-President so appointed may be removed by the Board

Proceedings of the Board

81 The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, not less than nine of the Directors from time to time shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting, shall have a casting vote.

82 A Director, at any time, may summon a meeting of the Board.

83 Notice of a meeting of the Board shall be deemed to be properly given to a Director if it is given to them pursuant to Article 112. A member of Board who is absent or intending to be absent from the United request the Board that notices of meetings of the Board shall during their absence be sent in writing (including by e-mail) to them at an address given to the Company for this purpose. If no such request is made it shall not be necessary to give notice of a meeting to such member of Board or such nominated representative.

84 All or any Directors or (as the case may be) of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any other communication by electronic form or means which allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and count in any quorum accordingly. Such a meeting shall be deemed to take place where the largest group of people participating is assembled, or, if no such group where, the chairman of the meeting is present.

85 A resolution in writing signed by the Directors who are entitled to receive notice of a meeting of the Board, count in the quorum and vote on such resolution shall be as valid and effective as if it had been passed at a meeting of the Directors or (as the case may be) of a committee of Directors duly called and constituted provided that the number of Directors signing the resolution is not less than the number of Directors required for a quorum necessary for the transaction of the business of the Board. The resolution may be contained in one document or in several documents in like form, each signed or approved by one or more of the Directors concerned. For the purpose of this Article a resolution:

85.1 may be by means of an instrument in hard copy or electronic form sent to such address (if any) as may for the time being be notified by the Company for that purpose;

85.2 may consist of several instruments each executed by one or more Directors or several electronic forms, each sent by one or more Directors, or a combination of both; and

85.3 executed by an alternate Director need not also be executed by their appointer.

86 The President, or failing them the Immediate Past President, or failing them one of the Vice-Presidents, shall be chairman of all meetings of the Board, but if at any meeting none of them be 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.

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

- 88 Subject to the provisions of the Acts, and provided that they have disclosed to the Board the nature and extent of any material interest of theirs, a member of Board notwithstanding their office:
- 88.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 88.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, anybody corporate promoted by the Company or in which the Company is otherwise interested; and
 - 88.3 shall not, by reason of their office, be accountable to the Company for any benefit which they derive from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 89 For the purposes of Article 88:
- 89.1 a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified;
 - 89.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs; and
 - 89.3 without prejudice to Articles 89.1 and 89.2 above, the Director may from time to time prescribe what does and does not constitute an interest and what is sufficient to constitute disclosure of an interest.
- 90 All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
- 91 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board and of the names of those present at each meeting of the Board, and of any committee, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.
- 92 Save as otherwise provided by these Articles, a Director shall not vote at a meeting of the Board or (as the case may be) of a committee of the Board on any resolution concerning a matter in which they have, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless their interest or duty arises only because the case falls within one or more of the following paragraphs:
- 92.1 The resolution relates to the giving to them of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by them for the benefit of, the Company or any of its subsidiaries;
 - 92.2 The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its

subsidiaries for which the member of Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

- 92.3 Their interest arises by virtue of them subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of their being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange; or
- 92.4 The resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

For the purposes of this Article, an interest of a person who is, for any purpose of the Acts (excluding any statutory modifications thereof not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

- 93 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 94 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of the Board or of a committee of the Board.
- 95 Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided they are not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
- 96 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and their ruling in relation to any Director other than themselves shall be final and conclusive.

PART 5 **THE COUNCIL**

Composition, Appointment and Election

- 97 The Council shall consist of:
- 97.1 Up to 12 Council members appointed by the Board comprising.
- 97.1.1 the President;
 - 97.1.2 the CEO;
 - 97.1.3 up to 4 Vice Presidents for each Sector;
 - 97.1.4 up to 5 department heads of the Company representing each of the Sectors and the policy department;
 - 97.1.5 the Chair of the Membership Committee.
- 97.2 Up to 22 Council members elected by the Council and confirmed by the Board of which there will be;
- 97.2.1 up to 3 members of the Defence Sector Council nominated by the Defence Sector Council;

- 97.2.2 up to 3 members of the Security Sector Council nominated by the Security Sector Council;
- 97.2.3 up to 3 members of the Civil Aviation Transport Council nominated by the Civil Aviation Transport Council;
- 97.2.4 up to 3 members of the Space Sector Council nominated by the Space Sector Council;
- 97.2.5 up to 3 members representing SMEs, nominated by the Sector Councils;
- 97.2.6 up to 3 members of the Regional Councils nominated by the respective Regional Council;
- 97.2.7 up to 4 subject matter experts nominated by the Council from the Company's membership to provide expertise in relevant areas. If no one suitable is found, the President can look outside of the Company's membership for suitable individuals to be elected by the Council and confirmed by the Board.

Tenure

- 98 Each person appointed to the Council in accordance with Article 97.1 shall hold office on the Council for as long as their respective position or role continues.
- 99 Each person elected to the Council pursuant to Article 97.2 shall hold office on the Council for a period of 2 years which can be extended twice for a maximum tenure of 6 consecutive years. That person shall be eligible to be elected to the Council again after a period of 2 years.
- 100 If a Council member leaves during their respective tenure, the Council shall appoint a replacement (to be confirmed by the Board) to sit on the Council for the remaining tenure after which the normal nomination and election process shall follow.

Proceedings of the Council and Reporting to the Board

- 101 The Council shall meet not less than 3 times per year.
- 102 To ensure there is understanding and alignment between the Council and the Board, the Council will receive reports on policy and each Sector in advance of each Council meeting.
- 103 The CEO will report to the Board on the Council's outputs.
- 104 The Board may from time to time make regulations and revoke, amend or add to such regulations as it considers necessary for the governance of the Council, including (without limitation) the calling and the conduct of its meetings, chairing arrangements and any rules of procedure and the composition of the Council.

PART 6 **GENERAL**

The Seal

- 105 If the Company has a seal, it shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two Directors or one Director and of the Secretary, if any, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

Accounts

- 106 The Board shall cause to be kept such books or accounts as are necessary to exhibit and explain the transactions and financial position of the Company and in particular proper books of accounts with respect to:
- 106.1 all sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place; and
 - 106.2 all assets and liabilities of the Company.
- 107 The books of account shall, subject to sections 388 and 389 of the 2006 Act, be kept at the registered office of the Company, and shall at all times be open to inspection by Directors.
- 108 No member (other than a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by the Acts or authorised by the Company in general meeting. The time, the place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of members not being Directors is also decided in that general meeting.
- 109 The Board shall at least once in every year, or in line with the timescales for complying with filing deadlines at Companies house, lay before the members of the Company a statement of income and expenditure and a balance sheet containing the assets and the liabilities of the Company.
- 110 Every balance sheet shall be signed on behalf of the Board by two members thereof and shall have attached to it a report by the Board with respect to the state of the Company's affairs. It shall also have attached to it the Auditor's report and any other document required by the Acts.

Audit

- 111 Auditors of the Company shall be appointed and their duties regulated in accordance with the Acts.

Notices

- 112 Any notice or other document or information sent or supplied by or to the Company (whether authorised or required to be sent or supplied by the Statutes or otherwise) to or by a member to or by any person entitled to enjoy or exercise all or any specified rights of a member in relation to the Company or to or by a Director, may be sent or supplied in any way in which the 2006 Act provides for documents or information to be sent or supplied by or to the Company for the purposes of any provision of the Statutes, including in particular by the Company making them available in electronic form and by electronic means/on a website and also including in particular voting by members on member resolutions by e-mail, on a website or by electronic means.
- 113 A notice or other document or information sent in electronic form to the Company shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.
- 114 The Company may send or supply any notice or other document or information pursuant to these Articles to a member by whichever of the following methods it may in its absolute discretion determine:
- 114.1 personally;
 - 114.2 by posting the notice or other document or information in a prepaid envelope addressed to the member at their registered address as appearing the Register of Members;
 - 114.3 by leaving the notice or other document or information at that address;

- 114.4 by sending or supplying the notice or other document or information by electronic means to such address (if any) as may for the time being be notified to the Company by or on behalf of the member for that purpose generally or specifically; or
- 114.5 by making it available on a website.
- 115 In the case of a partnership which is a member, all notices shall be given to the firm in the firm's name and notice so given shall be sufficient notice to all partners in the firm.
- 116 In the case of joint members, all notices shall be given to the joint member whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint members.
- 117 A member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 118 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon them, shall be entitled to have notices served upon them at such address, but save as aforesaid and as provided by the Acts, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.
- 119 Any notice of other document, if served by the post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice of document was properly addressed, stamped and posted. Proof of 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.

Dissolution

- 120 If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any properly whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the object of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 5, such institution or institutions to be determined by the Board at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

Indemnity

- 121 Subject to the provisions of and so far, as may be permitted by and consistent with the Statutes, but without prejudice to any indemnity to which a Director may otherwise be entitled, every current or former Director or other officer (other than the auditor) of the Company or any Associated Company shall be indemnified out of the assets of the Company against:
 - 121.1 any liability incurred by or attaching to them in connection with any negligence, default, breach of duty or breach of trust in relation to the Company other than, in the case of a current or former Director:
 - 121.1.1 any liability to the Company or any Associated Company; and
 - 121.1.2 any liability of the kind referred to in sections 234(3) of the 2006 Act;
 - 121.2 any liability incurred by or attaching to them in connection with the activities

of the Company or any Associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) other than a liability of the kind referred to in section 235(5) of the 2006 Act; and

- 121.3 any other liability incurred by or attaching to them in the actual or purported execution and/or discharge of their duties and/or the exercise or purported exercise of their powers. For the purpose of this Article, references to “**liability**” shall include all costs and expenses incurred by the current or former Director or other officer (other than an auditor) in relation thereto.
- 122 Subject to the provisions and so far as may be permitted by the Statutes, the Directors may exercise all the powers of the Company to:
- 122.1 provide any current or former member of the Board or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by them in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by them in relation to the Company or any Associated Company, or in connection with any application for relief under the provisions mentioned in section 205(5) of the 2006 Act; and
- 122.2 do anything to enable any such person to avoid incurring such expenditure,

but so that the terms set out in section 205(2) of the 2006 Act shall apply to any such provision of funds or other things so done. For the purpose of this Article references to “**director**” in section 205(2) of the 2006 Act shall be deemed to include references to a former Director or other officer (other than an auditor) of the Company.

- 123 Without prejudice to Articles 121 and 122, the Directors may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by them in relation to the Company or any Associated Company or any third party in respect of any act or omission in the actual or purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office and for this purpose “**relevant office**” means that of Director or other officer (other than an auditor) of the Company or any company which is or was an Associated Company or any predecessor in business of the Company or of any Associated Company or that of trustee of any pension fund or retirement, death or disability scheme or other trust for the benefit of any officer or former officer (other than an auditor) of the Company or any Associated Company or of any such predecessor in business or their respective dependents.

SCHEDULE A

THE OBJECTS

1. The objects of the Company are:
 - (i) To encourage, promote and protect the United Kingdom industries for aerospace, space, Defence security and resilience (collectively "Industries" or individually "Industry"), to foster the interests of United Kingdom organisations, firms and persons connected with any one or more of the Industries and generally to watch over and protect the general interests of organisations, firms and persons engaged in any one or more of the Industries, but independently of the personal interests of any organisation, firm or person; and
 - (ii) To engage the legislature, public bodies, companies, clubs, the members of the Company and other facilities for ascertaining the views of companies, firms, and persons engaged in the Industries as regards matters directly or indirectly affecting that industry, and to confer with any public bodies, companies, clubs or others with reference thereto, and to act as the representatives of any on behalf of all or any of the members of the Company in any matter directly or indirectly affecting the Industries.

SCHEDULE B

PROXY VOTING PROCESS

1. No person shall act as a proxy unless they are either a member entitled on its own behalf to be present and vote at the meeting at which they act as proxy or the duly authorised representative of a corporation so entitled.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney, duly authorised in writing, or if such appointor is a corporation under its common seal or as a deed, or under the hand of some officer of the corporation or some other person duly authorised in that behalf.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall:
 - a. be deposited at the registered office of the Company or 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 Company in relation to the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person names in the instrument proposes to vote;
 - b. 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
 - c. where the poll is not taken forthwith but it taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Secretary, if any, or to any Director,

and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution.

4. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company its registered office or such other place at which the instrument of proxy was duly deposited 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.
5. 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):

[] Limited

I/We, of , being a member/members of the above-named company, hereby appoint the chairman of the meeting or of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual] general meeting of the Company to be held on , and at any adjournment thereof.

Signed:.....

Dated:.....

6. Where it is desired to afford members an opportunity of instructing the proxy how they shall 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):

' Limited
I/We, , of , being a member/members of the above-named company, hereby appoint the chairman of the meeting, or of , as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual] general meeting of the company to be held on , and at any time adjournment thereof.

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

Resolution No. 1 *for *against *vote withheld *discretionary

Resolution No. 2 *for *against *vote withheld *discretionary

*Strike out whichever is not desired

Unless otherwise instructed, the proxy make vote as they think fit or abstain from voting.

Signed:.....

Dated:.....'