

COMPANIES ACTS, 1985 TO 1989
A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association

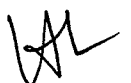
Of

European Air Law Association

1. The Company's name is **EUROPEAN AIR LAW ASSOCIATION**.
2. The registered office of the company will be situated in England and Wales.
3. The objects for which the company is established are:
 - A) To serve as the leading and essential association addressing the development of air law in Europe.
 - (B) To ensure dissemination of information about, and the study of, air law in Europe.
 - (C) To be a forum for the exchange of views and provide an opportunity for those interested in European air law to meet each other.
 - (D) To engage in or promote any other activity which the Committee decides is in furtherance of the Association's principal object.
4. In furtherance of the objects of the Company may exercise the following powers:
 - (A) to promote the interests, both economically and socially, of the members and those involved therein by means of education, advertising, publicity, alliances or other means;

- (B) to advance the welfare of, and provide support and protection for the members by assisting with debt and other financial problems and by helping to reduce overheads within the inter trading environment and on an individual basis;
- (C) to apply to the Government, local Government authorities, the European Community, international organisations, bodies corporate and others for and to accept grants of money and assistance with a view to promoting the Objects of the Company for the public benefit and to conform to any proper conditions upon which such grants and other payments are made;
- (D) to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Company shall not undertake any permanent trading activities in raising funds for promoting the Objects;
- (E) to take and accept any gift of money, property or other assets (whether subject to any special trust or not) for the Objects;
- (F) to borrow or raise money for the Objects on such terms and on such security as may be thought fit;
- (G) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- (H) to invest moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (I) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of furthering its Objects and benefiting the Company;

- (J) to subscribe for, purchase or otherwise acquire and or sell any patent or other intellectual property rights in pursuance of the Objects of the Company and with the intention of directly benefiting the Company;
- (K) to purchase, take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or other structures subject to such consents as may be required by law;
- (L) to enter into such contracts and take out such insurances as the Directors may deem expedient in the interests of the Company;
- (M) to adopt such means of making the Objects known as the directors may deem expedient and in particular by publicity in the press or through public meetings, lectures or otherwise by circulars, by publication of books and periodicals, making information available in electronically accessible form, and by granting rewards, scholarships and prizes;
- (N) to undertake and execute such charitable trusts as the Directors may consider appropriate pursuant to the Objects of the Company;
- (O) to engage any pay upon such reasonable and proper terms as may be thought fit any officer or other person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advice the Company and to reimburse the reasonable costs of travelling, accommodation, subsistence, conference and study expenses necessarily incurred in the course of employment by the Company or the provision of professional and other consultancy services;
- (P) to make any reasonable or necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;



- (Q) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the Company;
- (R) to amalgamate with any companies, institutions, societies or associations which shall have objects mainly or similar to those of the Company and which prohibit payment of any individual or profit to and the distribution of any of their assets amongst their members;
- (S) to make and alter such rules and regulations as may be requisite for the efficient management, development and administration of the Company;
- (T) to do all such other lawful things as will further the attainment of the Objects or any of them.

5. The income and property of the Company shall be applied solely towards the promotion of the Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or otherwise to the members of the Company.

6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Association's debts and liabilities contracted before he or she ceases to be a member, and of the costs charges and expenses of winding up.

8. If the Company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed amongst the members of the Company, but shall be given or transferred to some other business Company, charity or association having similar Objects which prohibits the distribution of its or their income and property to an extent at least as great as that imposed on the Company by this Memorandum, chosen by the members of the Company at or before the time of dissolution and if that cannot be done then to some other organisation or charitable object.

