

# **GOVERNANCE HANDBOOK 2023**

**UPDATED TO REFLECT THE CHANGES  
AGREED AT CONFERENCE 2022**

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# ROYAL CHARTER

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS We were graciously pleased by Royal Charter dated the 20th day of January 1953 (hereinafter referred to as “the Original Charter”) to incorporate “The Royal Air Forces Association” (hereinafter referred to as “the Association”) as a body corporate:

AND WHEREAS the Association has by its humble petition represented unto Us that it is expedient that the Original Charter should be amended and that this can best be effected by grant of a Supplemental Charter replacing the Original Charter and has prayed for the grant of a Supplemental Charter accordingly;

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration and being minded to accede thereto, have of Our especial grace, certain knowledge and mere motion been pleased to will and ordain and do by these Presents for Us, Our Heirs and Successors will and ordain that, except in so far as they incorporate the Association as a body corporate with power to sue and be sued, and to hold a Common Seal, the provisions of the Original Charter are hereby revoked, provided that nothing in this revocation shall affect the validity or legality of any act or deed done under the Original Charter.

## DEFINITIONS

1. Except where the context otherwise requires, in this Our Charter:

“the Rules” means the Rules made under this Our Charter, as they may be amended from time to time;

“prescribed” means prescribed by the Rules;

“Our Air Forces” has the meaning assigned to that expression in Articles 6 and 7 of this Our Charter;

“the Officers” means the Officers of the Association as specified in Article 13 of this Our Charter;

“the Council” means the governing body of the Association established by Article 14 of this Our Charter and constituted in accordance with the Rules;

“Area Conferences” means Area Annual or Special Conferences convened by an Area Council and attended by delegates from Branches of the Area;

“Special Resolution” has the meaning assigned to it in Article 24; and

words importing the male gender shall include the female gender and vice versa and words importing the singular shall include the plural and vice versa.

## OBJECT

2. The object for which the Association is established is to promote, through the comradeship engendered by its members, the welfare by charitable means of all serving and former members of Our Air Forces, their spouses and dependants, together with the widows and widowers and dependants of those who died whilst serving or subsequently.

## POWERS

3. In furtherance of the object in Article 2 but not further or otherwise, and without prejudice to the powers by law vested in the Association by virtue of this Our Charter, the Association shall have the following powers, namely:

- (a) to establish, organise, regulate, manage and control nursing, residential and convalescent homes for the benefit of those persons who are elderly, sick or poor and who are eligible for the welfare support of the Association under Article 2 of this Our Charter; to purchase such services for such beneficiaries from independent agencies, and to provide rest breaks for the carers of such beneficiaries;
- (b) to advise persons who are eligible for the welfare support of the Association under Article 2 of this Our Charter regarding war pensions, disability awards and resettlement from Service to civilian life;
- (c) to give financial assistance to any ex-Service charity which has an object in common with the Association's object, provided that no such financial assistance shall be given unless conditions are attached limiting its use to the common object;
- (d) to organise services, parades and other events or functions to preserve the memory and honour the example of those who sacrificed their lives during service with Our Air Forces in war and peace;
- (e) to combine, co-operate with, take over, amalgamate with or absorb any other Society having an object which is included in the object of the Association provided that the Association shall not affiliate to or be connected with, either directly or indirectly, any political party or organisation;
- (f) to promote the membership of the Association;
- (g) to acquire any lands, tenements or hereditaments whatsoever and wheresoever and to hold all or any lands which the Association is hereby authorised to acquire in perpetuity or on lease or otherwise and from time to time but subject to all such consents as are by law required to grant, demise, alienate, mortgage or otherwise dispose of the same or any part thereof;
- (h) to construct and alter any offices, houses or other buildings or works which may from time to time be required for the purposes of the Association or for effecting its objects;
- (i) subject to such terms and conditions as may be laid down by the Council, to make grants or loans to any Branch of the Association for assistance in the acquisition of premises, furniture or equipment required in connection with the establishment of a centre for the Branch and for assistance in undertaking essential repairs and alterations to protect the value of the centre as a charitable asset or to comply with statutory requirements;
- (j) to give any guarantees or indemnities to any person or persons, Corporation or Body transferring any property to the Association and to compromise all disputes or differences between any such person or persons, Corporation or Body and the Association;
- (k) to solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the object of the Association and to obtain money for such object by any legal means;
- (l) to acquire any real or personal property upon trust for any of its constituent parts or upon any special trusts within its object, provided always that the same shall be kept separate and apart from any other property or funds of the Association;
- (m) to borrow and raise money;
- (n) to invest in accordance with the Rules all monies belonging to the Association, and not for the time being required for its object, in any investment allowed by the law for the investment of trust funds;

- (o) to hold monies on a pooled basis on behalf of Branches of the Association and to invest such monies in accordance with the Rules;
- (p) to apply and dispose of the capital and income of the monies and other property, whether real or personal, from time to time vested in or belonging to the Association for and towards the proper and effective carrying out of the object of the Association;
- (q) to make proper and reasonable provision for pensions and superannuation for employees of the Association and their dependants;
- (r) to pay any premium in respect of any indemnity insurance to cover the liability of any members of the Association acting in a trustee capacity as a member of a Council or Committee of the Association or who hold property on trust for the Association or a Branch of the Association which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty by them in relation to the Association, provided that any such insurance shall not extend to any claim arising from any act or omission of any such person which such person knew to be a breach of trust or breach of duty or which was committed by such person in reckless disregard of whether it was a breach of trust or breach of duty or not;
- (s) to publish a Journal of the Association;
- (t) generally to do things in furtherance of the objects of the Association.

## **APPLICATION OF INCOME AND PROPERTY**

4. Subject to Article 3(l) of this Our Charter, the income and property of the Association shall be applied solely towards the promotion of the object of the Association as set forth in this Our Charter 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 any member or members of the Association.

Provided that nothing herein contained shall prevent the payment and application in good faith of the income or property of the Association towards or for the purposes herein set forth as the object of the Association, although one or more members be thereby benefited directly or indirectly, or the payment in good faith of remuneration to any officers or servants of the Association not being a Member of the Council or to any member thereof in return for services actually rendered to the Association or any payment to any Company in which a Member of the Council shall hold not more than a one hundredth part of the capital and such Member of the Council shall not be bound to account for any share of profits he may receive in respect of such payment.

Provided also that where the Council proposes to apply income or property of the Association in good faith and in reasonable and proper furtherance of the objects of the Association for the benefit of a Member of the Council or his dependants, this shall be subject to the following conditions:

- (a) that the Members of the Council resolve that such application is in reasonable and proper furtherance of the object of the Association; and
- (b) that no Member of the Council who is an applicant for benefit or whose dependant is an applicant may be present at or participate in or be counted for the purposes of the quorum of any meeting of the Members of the Council for any proceedings of the Council relating to such benefit or vote as a Member of the Council upon any question relating thereto.

## **MEMBERSHIP**

5. Membership of the Association shall consist of such classes of members as shall be prescribed and shall be open to all persons who are serving or have served in one of Our Air



Forces and who qualify in accordance with the Rules. Other classes of membership may be described in the Rules.

6. The expression Our Air Forces shall be deemed to include all or any of the following Air Forces of the United Kingdom:
  - (a) The Royal Flying Corps;
  - (b) The Royal Naval Air Service (before the first day of April 1918);
  - (c) The Royal Air Force;
  - (d) The Women's Auxiliary Air Force;
  - (e) The Women's Royal Air Force;
  - (f) Princess Mary's Royal Air Force Nursing Service and Reserves thereof;
  - (g) The Auxiliary Air Force;
  - (h) The Royal Auxiliary Air Force;
  - (i) The Special Reserve;
  - (j) The Royal Air Force Volunteer Reserve;
  - (k) The Royal Air Force Volunteer Reserve (Training Branch).
7. The expression Our Air Forces shall also be deemed to include:
  - (a) All or any of the Air Forces of those Nations who are members of the Commonwealth;
  - (b) All or any of the Air Forces at the time of membership of the Commonwealth of those Nations who have now left the Commonwealth;
  - (c) The Air Forces of Our Colonies and Dependencies;
  - (d) The Air Transport Auxiliary.
  - (e) The Royal Observer Corps.
  - (f) An Air Cadet Organisation.
8. Members shall have such rights of attending meetings of the Association and of its Areas and Branches and of voting thereat and such other rights and privileges and shall be subject to such conditions as may be prescribed.

#### **PATRON**

9. There shall be a Patron of the Association.

#### **VICE-PATRON**

10. There may be a Vice-Patron of the Association.

#### **LIFE VICE-PRESIDENTS**

11. There may be Life Vice-Presidents of the Association who shall be appointed in such manner as shall be prescribed. A Life Vice-President shall not by virtue of holding that office be a Member of the Council.

#### **VICE-PRESIDENTS**

12. There may be Vice-Presidents of the Association who shall be elected in such manner as shall be prescribed and shall be Members of the Council.

## **OFFICERS**

13. There shall be as Officers of the Association a President and a Treasurer, a Chairman and Vice-Chairman of the Council and a Chairman of the Executive Committee.

## **THE COUNCIL**

14. There shall be a Council of the Association so constituted and with such functions and powers as shall be prescribed.

## **CONFERENCES**

15. The Association shall hold a meeting once in each year, to be known as “the Annual Conference”, at a time and place determined in accordance with the Rules.
16. The business to be transacted by, and the rights of representation and procedure at, the Annual Conference shall be as prescribed by the Rules and by the Rules of Procedure made by the Annual Conference Committee.
17. A Special Conference may be convened by the Council at any time giving such notice as shall be prescribed and shall be so convened on the demand of not less than the prescribed proportion of the Branches of the Association. The Rules relating to the Annual Conference shall apply modified as appropriate to a Special Conference.

## **AREAS AND REGIONS**

18. Subject to such authority as shall be prescribed and for the purpose of facilitating the work of the Association the locations in which the activities of the Association are carried on may be divided into geographical groupings Areas and may be further sub-divided into geographical Regions. For this purpose, a body may be formed in each Area group to be known as “Area Council” and a body in each Region to be known as “the Regional Committee”. Unless otherwise provided in the Rules each Branch of the Association shall be allocated to an Area.
19. The functions of an Area Council shall be such as shall be prescribed.

## **BRANCHES**

20. There shall be Branches of the Association which shall be so constituted, and shall have such functions, and be subject to such conditions, as shall be prescribed.

## **RULES**

21. The Rules set forth in the Schedule to this Our Charter (in this Our Charter referred to as “The Rules”) shall be the Rules of the Association until the same shall be revoked, altered or added to in the manner hereinafter provided.
22. The Rules, or any of them, may from time to time be revoked, altered or added to by Special Resolution provided that no such revocation, alteration or addition shall come into operation until the same shall have been approved by the Lords of Our Most Honourable Privy Council and a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive of such approval.

## **AMENDMENT TO CHARTER**

23. The provisions of this Our Charter may from time to time be revoked, altered or added to by Special Resolution provided that no such revocation, alteration or addition shall become effectual unless allowed by Us, Our Heirs or Successors in Council. This Article shall apply to this Our Charter and to any Supplemental Charter, as revoked, altered or added to as aforesaid. No such revocation, alteration or addition shall affect the validity of anything done in pursuance of this Our Charter, or of any Supplemental Charter, before the date on which such revocation, alteration or addition becomes effectual, but thereafter this Our Charter and any

Supplemental Charter shall continue and operate as though they had respectively been originally granted and so made accordingly.

## **SPECIAL RESOLUTION**

24. For the purposes of Articles 22 and 23 of this Our Charter a Special Resolution means a Resolution of which due notice shall have been given to a Conference of the Association and which has been passed by a two-thirds majority of the delegates at the Conference, entitled to vote and voting.

## **APPLICATION OF CHARTER AND RULES**

25. The Annual Conference, the Council, Area Conferences, Area Councils and Regional Committees, Branches and individual members of the Association shall in all circumstances act in accordance with the provisions and principles of this Our Charter and the Rules.

## **SURRENDER OF CHARTER**

26. The Council may, with the sanction of not less than two-thirds of the Branches represented and voting at a Special Conference called for that purpose, after proper notice given, determine to surrender the Charter or any Supplemental Charter and dissolve the Association, subject to the sanction by Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up the affairs of the Association and in such winding up shall realise the whole of the Association's assets and after discharging all lawful liabilities shall devote the remaining assets, if any, according as the Conference authorising the dissolution may direct or, failing such authorisation, as the Council may decide in pursuance of any instructions given to it by such Conference or failing such instructions as the Council shall think expedient.

## **CONSTRUCTION**

27. And Lastly, We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Letters Patent shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Association as well as in Our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other subjects whatsoever of Us, Our Heirs and Successors any non-recital, mis-recital or other omission, defect or thing to the contrary notwithstanding.

## **DATE OF EFFECT**

28. This Our Charter shall come into force on the first day of September One thousand nine hundred and ninety-six.
29. IN WITNESS whereof We have caused these OUR Letters to be made PATENT.

**WITNESS** Ourselves at Westminster this twenty-second day of August in the forty-fifth year of Our Reign.

## **BY WARRANT UNDER THE QUEEN'S SIGN MANUAL**

**THIS SUPPLEMENTAL CHARTER WAS APPROVED ON THE 18<sup>TH</sup> DAY OF OCTOBER 1995.**

**THE COURT AT BUCKINGHAM PALACE, ON THE 16<sup>TH</sup> DAY OF NOVEMBER 2016 PRESENT, THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL, ALLOWED THE AMENDMENTS TO THE SUPPLEMENTAL CHARTER OF THE ROYAL AIR FORCES ASSOCIATION.**

# RULES

## RULE 1. DEFINITIONS

- (1) In these Rules words and expressions to which meanings are assigned by the Charter shall have the same respective meanings.
- (2) In these Rules unless the subject or context otherwise require:
  - (a) 'Air Cadet Organisation' (ACO) means aviation related uniformed youth organisations including but not limited to: the RAF Air Cadets (comprising the Air Training Corps and the Combined Cadet Force (RAF)), Girls Venture Corps Air Cadets, Air Scouts and Air Explorer Scouts;
  - (b) 'Article' is a reference to an Article of the Charter;
  - (c) 'Area Director' means the employee appointed to be the secretary of an Area Council and administrator of an Area;
  - (d) 'The Association' means the Royal Air Forces Association;
  - (e) 'The Byelaws' means the Byelaws made by the Council, under the authority of these Rules, which may be useful or desirable for carrying out or facilitating any of the purposes or provisions of the Charter and Rules;
  - (f) 'Chairman' means the Chairman of the Council;
  - (g) 'Charter' means the Royal Charter, as it may be amended from time to time;
  - (h) 'Charities Act' means the Charity Act of 2011 and/or the Charities & Trustee Investment (Scotland) Act 2005, (as they may be amended, extended or re-enacted from time to time) as applicable;
  - (i) 'Civil Partner' means same-sex couples who have entered into a civil partnership formally recognised by law under the Civil Partnership Act 2004. In addition to civil partnerships formed in the UK, the Act recognises some overseas relationships, in particular the specified relationships listed in its Schedule 20 of the Act;
  - (j) 'Connected Person' means, in relation to a Council Member, a person with whom the Council Member shares a common interest such that they may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of Council Member's family or household or a person or body who is a business associate of the Council Member, and (for the avoidance of doubt) does not include a company with which the Council Member's only connection is an interest consisting of no more than 1% of the voting rights;
  - (k) 'Council' means the governing body of the Association established by Article 14 of the Charter and constituted in accordance with the Charter and these Rules; for the avoidance of doubt the Council is the charity governing body and the members of the Council are the charity trustees of the Association;
  - (l) 'Council Member' means a Member of the Council as defined in Rule 14 who is also a trustee of the Association;
  - (m) 'Delegate' means the member authorised to vote on behalf of the Branch, in elections or Conference, by post, electronically or in person;
  - (n) 'Investment Manager' means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 (as it may be amended, extended or re-enacted from time to time);

- (o) 'Independent Examiner' means an independent person who is reasonably believed by the Council, Area, Regional or Branch Committee to have the requisite ability and practical experience to carry out a competent examination of the accounts;
  - (p) 'Member' and 'Membership' refers to membership of the Association;
  - (q) 'Officers' means the Council Members referred to in Article 13 of the Charter and Rule 21;
  - (r) 'Patron' means a Patron of the Association;
  - (s) 'Pop-up Branch' means a Branch formed solely at Annual Conference for the purpose of enfranchising members on Central or Area Rolls;
  - (t) 'President' means the President of the Association;
  - (u) 'Registered Members Group' (RMG) means a group of members constituted in accordance with Rule 42;
  - (v) 'Rules' means the rules annexed to the Charter, as they may be amended from time to time, and 'Rule' refers to a particular rule;
  - (w) 'Secretary General' means the person appointed to that office in accordance with Rule 15;
  - (x) 'Standard Regulations' means regulations made in accordance with Rule 5;
  - (y) 'Taxable Trading' means carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Object, unless the income of the Association from that trade or business is exempt from tax by reason of any legislation from time to time in force;
  - (z) 'Treasurer' means the Treasurer of the Association;
  - (aa) 'UK legislation and regulation' means such legislation that may be enacted from time to time by the UK Government and/or other relevant devolved administration;
  - (bb) 'Vice-Chairman' means the Vice-Chairman of the Council;
  - (cc) 'Vice-President' means a Vice-President of the Association;
  - (dd) 'Virtual Branch' means a non-geographic based Branch constituted in accordance with Rule 29 to cater for the interest of special interest groups.
- (3) Use of the singular includes the plural and vice versa;
  - (4) Use of any gender includes the other genders; and
  - (5) Any reference in the Charter, Rules or Byelaws to an enactment includes reference to that enactment as re-enacted or amended from time to time, and to any subordinate legislation made under it.

## **RULE 2. CONSTRUCTION**

- (1) In these Rules reference to the Rules shall, unless the subject or context otherwise require, include the Byelaws.
- (2) These Rules shall be construed with the Charter and, if there is any discrepancy between the two, the Charter shall prevail.

## **RULE 3. APPLICATION**

Every member of the Association shall be deemed to have had notice of the Charter and of these Rules and of any Byelaw made under these Rules which are applicable to the Branch, Branch Club, Registered Members Group or Central or Area Membership Roll of which they are a member, and to

be bound by all the provisions therein contained or by any other provisions that may be made hereafter by way of amendments to any of them.

#### **RULE 4. BYELAWS**

- (1) The Council may make Byelaws for regulating the affairs of the Association.
- (2) The Byelaws shall or may prescribe anything which is, by these Rules, required or authorised to be prescribed, by the Byelaws, and may make further provision, as may seem to the Council necessary or desirable, for carrying out or facilitating any of the purposes of these Rules.
- (3) Any Byelaws, made under this Rule, shall come into force on such date as may be determined by the Council and may be revoked, altered or added to, by subsequent Byelaws made by the Council.

Provided any such Byelaw or amendment to a Byelaw, made by the Council, shall be submitted as a resolution to the next Annual Conference for approval. In the event the Byelaw is not approved by the Annual Conference, it shall be void and of no effect but without prejudice to the validity of anything previously done thereunder.

#### **RULE 5. STANDARD REGULATIONS**

- (1) The Council may issue and amend Standard Regulations governing the constitution, and administration, proceedings and activities of Areas, Branches (including virtual branches) and Branch Clubs and Registered Members Groups (RMG).
- (2) Any Standard Regulation, made under this Rule, shall come into force on such dates as may be determined by the Council, and may be revoked, altered or added to by a subsequent Standard Regulation made by the Council.
- (3) Any request for a local variation of Standard Regulations, by an Area Council or a Branch, shall be submitted to the Secretary General and shall include the reasons why the local variation is sought.

Provided, any such Standard Regulation or amendment to a Standard Regulation shall be submitted as a resolution to the next Annual Conference for approval. In the event the Standard Regulation is not approved, by the Annual Conference, it shall be void and of no effect but without prejudice to the validity of anything previously done thereunder.

#### **RULE 6. POLICY**

The Association shall be democratic, non-sectarian and non-party and shall not be affiliated, directly or indirectly, to any sectarian organisation or to any political party or party organisation or trade union, employers' organisation or staff organisation. In no circumstances shall the Association or of the Area Councils, Regional Committees or Branches publicly express any views in connection with any political or industrial dispute or engage in any activities in connection therewith.

#### **RULE 7. MEMBERSHIP – CLASSES OF MEMBERSHIP**

- (1) There shall be the following classes of membership of the Association:
  - (a) Ordinary Member: open to persons who meet the eligibility criteria in paragraph (2) of this Rule;
  - (b) Associate Member: open to anyone who is not eligible for Ordinary Membership who accepts the aims and objects of the Association and who commits themselves to work actively to promote such aims and objects. (Refers to Associate Members of the Association);

- (c) Junior Member: open to members of an ACO, and to air-minded young people between the ages of 12 and 17 (inclusive) who accept the aims and objects of the Association, and
  - (d) Life Member (an Ordinary Member who paid a life-time membership fee), application for and conversion to this class of membership ceased on 30 June 2004.
- (2) A person shall be eligible for Ordinary Membership of the Association if they fulfil the criteria set out in (a), (b) or (c) below and pay the annual subscription determined by the Association in Annual Conference:
- (a) They have served an aggregate period of not less than three months in one of Her Majesty's Air Forces as defined in the Royal Charter Articles 6 and 7. Periods of service in more than one of Her Majesty's Air Forces may be aggregated in order to satisfy this condition, and service shall include attachment or secondment for temporary or special duties (so long as the person concerned was, during his period of secondment or attachment, subject to Air Force Law or Service Law or, in the case of any other of Her Majesty's Forces, having a separate code of law to that code);  
  
Provided the date of effect, of their admission to membership, may be the date of attestation if they subsequently and satisfactorily complete initial Officer or Recruit training.
  - (b) Is a spouse, partner, civil partner, widow or widower of an Ordinary or Life Member of the Association, who is an Associate Member of the Association and who wishes to change their class of membership.
  - (c) Adult WOs, Senior NCOs, Civilian Instructors or Cadets who are current or past members of the RAF Air Cadets, and have served satisfactorily for a minimum of two years.
- (3) A person shall forfeit their eligibility for membership if they have been dismissed or discharged from Her Majesty's Services for misconduct.
- (4) A person whose eligibility for membership is forfeit under paragraph (3) of this Rule may apply to the Council to have that forfeiture waived and, if they satisfy the Council there are special circumstances in their case (of which the Council shall be the absolute judge), the Council may declare they are eligible for membership and such a declaration shall be binding on all Branches.
- (5) Qualification for admission to and removal, from membership, shall be further prescribed in the Byelaws.
- (6) A register of Members shall be maintained as prescribed in the Byelaws.

## **RULE 8. MEMBERSHIP – RIGHTS, PRIVILEGES AND CONDITIONS**

- (1) Provided they have paid the annual subscription to the Association, an Ordinary, Associate or Life Member has full voting and deliberative rights, at the Branch(es) where they are a registered member; they are welcome to attend meetings of other Branches, Annual and Area Conferences but have no voting rights unless specifically elected or appointed.
- (2) A Junior Member is welcome to participate in Branch meetings, Area and Annual Conferences but has no voting rights.

## **RULE 9. MEMBERSHIP – VICE-PATRON OF THE ASSOCIATION**

A member of the Association may, at the discretion of the Council, be invited to become the Vice-Patron of the Association.

## **RULE 10. MEMBERSHIP – LIFE VICE-PRESIDENTS AND VICE-PRESIDENTS OF THE ASSOCIATION**

- (1) Any Ordinary, Life or Associate Member of the Association who has rendered outstanding service to the Association or has attained distinction, in their profession or calling, may be invited on the recommendation of the Council, by resolution passed at an Annual Conference, to become a Life Vice-President of the Association.
- (2) A Life Vice-President shall not be deemed to be an Officer of the Association within the meaning ascribed in these Rules and shall not be entitled by virtue of being a Life Vice-President to be a Member of the Council or of any of its sub-committees, but shall be eligible for election or co-option to the Council or any of its sub-committees.
- (3) A Life Vice-President shall hold office for as long as they are a member of the Association.
- (4) Additionally, Council may nominate any Ordinary, Life or Associate Member of the Association for election at the Annual Conference to be a Vice-President of the Association.

## **RULE 11. MEMBERSHIP – THE OFFICERS OF THE ASSOCIATION**

- (1) The Officers of the Association shall be the President, the Treasurer, the Chairman of the Council, and the Vice-Chairman of the Council.
- (2) The President, the Treasurer and the Chairman of Council shall be elected by the Association at Annual Conference.
- (3) The Vice-Chairman of Council shall be elected by the Members of the Council, from amongst its number at the first meeting after they have taken office following the conclusion of Annual Conference.
- (4) Eligibility and procedure for election and removal of Officers of the Association shall be as defined in the Byelaws.

## **RULE 12. MEMBERSHIP – THE PRESIDENT’S POWER TO DELEGATE**

The President of the Association may delegate to a member of Council, or a Life Vice-President, any of his functions including, taking the Chair, for the whole or any part of a Conference.

## **RULE 13. THE COUNCIL – TENURE**

- (1) Members of Council shall take up office at the close of the meeting of the Annual Conference immediately following the ballot, by which they were elected or appointed, and shall serve until the close of the third next Annual Conference, unless their tenure of office ends earlier in accordance with the provisions of the Byelaws.
- (2) Officers and Members of Council may serve for a maximum of three, three-year terms.
- (3) Members of Council serving on the date this Rule is adopted shall be subject to transitional provisions agreed by the Council regarding their terms in office.

## **RULE 14. COUNCIL – COMPOSITION**

- (1) The Council shall consist of the following:
  - (a) The Officers of the Association;
  - (b) Elected Members: Members elected by delegates at the Annual Conference and by each Area Council from amongst their number as prescribed in the Byelaws;
  - (c) Appointed Members: up to three two members appointed by the Royal Air Force as prescribed in the Byelaws and one member appointed by the RAF Benevolent Fund;
  - (d) All Vice-Presidents of the Association elected at the Annual Conference; and



- (e) Up to four individuals co-opted by the Council.
- (2) Persons elected or appointed to Council are the Trustees of the Royal Air Forces Association.
- (3) All members of Council shall have full voting and deliberative powers.

## **RULE 15. COUNCIL – FUNCTIONS AND POWERS**

- (1) The Council is responsible for the management of the Association's business, and for such purposes, it may exercise all the powers of the Association, in accordance with the Charter, Rules and Byelaws. The Council shall manage and administer the affairs of the Association, in particular all property and income. The Council may delegate, subject to such instructions, reservations or restrictions as it may think fit, any of its powers to committee(s) appointed from amongst its number or otherwise constituted for the purpose.
- (2) Unless such implementation would conflict with their responsibilities as Trustees, it is the duty of the Council to implement actions resulting from Resolutions approved by Annual Conference and to decide all questions of policy and administration connected with the Association.
- (3) The Council shall have the power to appoint a Secretary General of the Association, who shall undertake such duties as the Council may direct. Subject to the provisions set in its policies, which may be amended from time to time, the Council shall have the power to dismiss a Secretary General.
- (4) If the position of Secretary General becomes vacant, the Council must advertise the appointment and invite applications for the position. Meanwhile it may appoint an acting Secretary General until a permanent appointment is made.

## **RULE 16. COUNCIL – PROCEEDINGS**

- (1) The Council shall meet together for the transaction of business as often as may be necessary.
- (2) The quorum necessary for the transaction of business of the Council may be fixed by the Council but, unless so fixed, shall be ten to include two Officers of the Association.
- (3) Council decisions shall be reached on the basis of a simple majority with the Chairman exercising a casting vote if necessary.
- (4) The business of the Council shall be transacted in such a manner as the Council may from time to time determine, including but not limited to:
  - (a) The establishment of committees to oversee and scrutinise the development and implementation of policy;
  - (b) Reviewing, and if appropriate making recommendation on, the Rules and Byelaws of the Association on, at least, a biennial basis;
  - (c) Producing an integrated annual plan and budget for the Association's activities; including strategic objectives and priorities which demonstrate that the Association is complying with the law and is well run and effective; and
  - (d) Providing appropriate accountability to the members.
- (5) Members of Council participate in a Council meeting, or part of a Council meeting, when they can communicate with each other in a reasonably contemporaneous way any information or opinions they have regarding the business of the meeting.
- (6) In determining whether members of Council are participating in a Council meeting, it is irrelevant where any member of Council is or how they communicate with each other.
- (7) If all the members of Council participating in a meeting are not in the same place, they may decide the meeting is to be treated as taking place wherever any of them is.

- (8) All acts done by a person acting as a member of Council shall, even if afterwards discovered there was a defect in their appointment or they were disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a member of Council.

### **RULE 17. COUNCIL – CASUAL VACANCIES**

A casual vacancy amongst the Members of the Council shall be filled in such manner as shall be prescribed by the Byelaws.

### **RULE 18. CONFERENCE – SUMMONING A CONFERENCE**

- (1) The Annual Conference shall be held at such time and place as may be decided by the Association in Annual Conference or, in default, as the Council shall decide.
- (2) A Special Conference may be summoned at any time by the Council, on giving twenty-eight days' notice to every Branch, and shall be so summoned at the request of not less than one-quarter of the Branches in the Association if, at General Meetings summoned for the purpose, the Branches making the request have passed resolutions to this effect.
- (3) A request by the required proportion of the Branches, for a Special Conference, shall state the business to be transacted, and be accompanied by certified copies of the Agenda and of the resolutions passed at the General Meetings of the Branches.

### **RULE 19. CONFERENCE – REPRESENTATION**

- (1) Subject to meeting such conditions as may be prescribed by the Byelaws, a Branch shall have the right to be represented at any Conference of the Association by the number prescribed by the Byelaws of delegates, who shall have such voting rights as shall be prescribed by the Byelaws.
- (2) The membership qualification for attendance, as a voting delegate at Conferences, shall be as prescribed by the Byelaws.
- (3) An Area Council shall have the right to be represented at any Conference of the Association by one Member of the Area Council, who shall be entitled to move and second resolutions and take part in all discussions, but shall have no voting powers.

### **RULE 20. CONFERENCE – RIGHTS OF LIFE VICE-PRESIDENTS, OFFICERS, MEMBERS OF COUNCIL AND EMPLOYEES**

- (1) The Officers of the Association, the Life Vice-Presidents and the Members of the Council shall be members of any Annual or Special Conference and shall be entitled to move and second resolutions and take part in all discussions but shall have no voting powers.
- (2) No Officer of the Association, Life Vice-President or Member of the Council, or paid employee of the Association, shall be eligible for appointment as a delegate to an Annual or Special Conference.

### **RULE 21. CONFERENCE – CONFERENCE BUSINESS**

- (1) The business to be transacted at an Annual Conference:
  - (a) Shall comprise:
    - i. Announcing the results of the elections of the Elected Members of Council;
    - ii. Consideration of the Report from the Council for the past year;
    - iii. Consideration of the Annual Accounts and of the Auditor's Report;
    - iv. Election of the Auditor;

- v. Election of the President, the Treasurer of the Association and the Chairman of the Council to fill any vacancy;
- vi. Election of the Elected Members of the Council to fill any casual vacancy;
- vii. Election of the Elected Members of the Annual Conference Committee; and
- viii. Consideration of the annual plan.

(b) May comprise:

- i. Election of Life Vice-Presidents and Vice-Presidents;
- ii. The Officers of the Association address to conference;
- iii. The Secretary General's address to Conference;
- iv. Review of and, if thought appropriate, amendment of the Charter or Rules;
- v. Review of and, if thought appropriate, amendment of the Byelaws and Standard Regulations;
- vi. Removal from office of Officers of the Association and Members of the Council;
- vii. Consideration of any Council, Area or Branch Resolution of which due notice has been given and which is not excluded by the Rules of Procedure; and
- viii. Discussion of issues of general policy.

- (2) The business of a Conference, including the timetable and the order in which resolutions are discussed, shall be regulated by Rules of Procedure, which are to be drawn up by an Annual Conference Committee, established in accordance with the Rules and Byelaws.
- (3) The procedure for voting, the method of nomination for election, the period of notice for resolutions, the formulation of the agenda and the information to be provided to Branches in relation to Conferences shall be such as shall be prescribed by the Byelaws.
- (4) No business, other than that stated in the request for a Special Conference, shall be transacted at a Special Conference.
- (5) No objection may be raised to the qualification of any person voting at Conference except at the meeting or adjourned meeting at which the vote objected to, is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chairman of the meeting whose decision is final.

## **RULE 22. CONFERENCE – ANNUAL CONFERENCE COMMITTEE**

The prescribed number of Ordinary, Life or Associate Members of the Association to be elected triennially to the Annual Conference Committee by postal ballot by Branches shall be in the Byelaws. The composition of the Annual Conference Committee shall be prescribed in the Byelaws.

## **RULE 23. CONFERENCE – DECISIONS OF CONFERENCE**

Subject to the provisions of the Charter and of these Rules, and provided it is not in contravention of any applicable rule of law, a decision of a Conference shall be binding upon the Association and all its members. However, if the Council considers the implementation of a Conference Resolution is in conflict with the stated objectives of the Association, or could result in the loss of financial or other support or create reputational harm, it may delay implementation and must announce this at the earliest opportunity and report this to the next Annual Conference.

## **RULE 24. AREAS AND REGIONS – AREAS**

- (1) Subject to the approval of the Association in Conference, the Council may establish such number of Areas it thinks fit and may vary or dissolve any Areas so established. Where Areas

have been established in any particular country, every Branch in that country or territory, therein as the Council shall determine. Within the boundaries of a particular area, an Area Council shall be established in accordance with the Byelaws which shall exercise such powers over its Branches and RMGs as the Council shall delegate to it.

Provided, in the case of an Overseas the Council may allocate any such Branch to any Area it considers appropriate.

- (2) Except as provided in these Rules, the Council shall exercise its jurisdiction over Branches and be approached by Branches and RMGs through the appropriate Area Council, but in exceptional cases, the necessity of which, the Council shall be the sole judge, the Council may deal directly with any Branch of the Association.

## **RULE 25. AREAS AND REGIONS – AREA COUNCILS**

The functions of an Area Council shall be to:

- (1) Consider the affairs of the Association dealt with by the Council as recorded in the minutes of its meetings;
- (2) Monitor, develop, support, assist and advise Branches within the Area;
- (3) Assist with the recruitment of new and the retention of existing members and the formation of new Branches within the Area;
- (4) Investigate, and when necessary, report to the Council on the affairs of any Branch, including in particular the financial affairs of a Branch, and any case where in its opinion a Branch should be closed;
- (5) Secure effective liaison with other ex-Service organisations and with Royal Air Force and ACO formations within the Area;
- (6) Consider and take action on any matter referred to it, by the Council, and make representations to the Council on any matter concerning the welfare of the Association;
- (7) Consider any recommendations, submitted to it by a Branch or Regional Committee, and take appropriate action thereon.
- (8) The due observance of these Rules and any Byelaws and Standard Area Regulations that may be made.

## **RULE 26. AREAS AND REGIONS – REGIONS**

- (1) Subject to such conditions, as may be prescribed by the Byelaws, an Area Council may authorise the formation or alteration of Regions as sub-divisions of Areas, and may allocate Branches thereto and may authorise the establishment of Committees therein, but no Region or Regional Committee so authorised shall have any administrative or disciplinary rights or powers over any of the Branches allocated to it.
- (2) The functions and administration, of a Regional Committee, shall be such as shall be prescribed by the Byelaws.
- (3) Nothing in this Rule shall prejudice or affect the powers of an Area Council or deprive a Branch of the right to submit matters of policy direct to the Area Council or Council.

## **RULE 27. BRANCHES – FUNCTION**

The primary unit of the Association shall be the Branch, which shall be responsible to the Council, and where appropriate the Area Council for:

- (1) Furthering and attaining the objects of the Association;
- (2) Giving effect to all decisions of the Council and of the Area Council;

- (3) The due observance of these Rules and any Byelaws and Standard Branch Regulations that may be made.

## **RULE 28. BRANCHES – FORMATION**

Subject to the approval of the Council, a Branch, including a Virtual Branch or at Annual Conference a 'pop-up' Branch, may be formed in any part of the world provided the conditions and procedures prescribed by the Byelaws are met.

## **RULE 29. BRANCHES – VIRTUAL BRANCHES**

- (1) The Council may sanction the formation of, non-geographically based, Virtual Branches by members of the Association who have a common interest in membership of some established or definable body, institution, association, profession or vocation.
- (2) A member of a Virtual Branch, who ceases to be a member of the Association, ceases thereby to be a member of that Virtual Branch.
- (3) A Virtual Branch may be allocated by the Council to an Area a Group, but such allocation shall be without prejudice, to the right of the Virtual Branch and the Council, to deal directly with each other on any matter which the Council considers it desirable to do so.

## **RULE 30. BRANCHES – AMALGAMATION, SUB-DIVISION AND CLOSURE**

- (1) Subject to the approval of the Council any, two or more, Branches may be amalgamated, or a Branch may be sub-divided into two or more Branches or the name of a Branch may be altered, or a Branch may be closed by the members thereof.
- (2) A Branch which, in the opinion of its Area Council, is no longer capable of, or by reason of lack of members or support is not discharging its functions as a Branch, may be closed by the Area Council subject to such notice and procedures for the closure of non-effective Branches as shall be prescribed by the Byelaws.
- (3) A Branch or Branch Club which, in the opinion of the Council, has persistently failed to comply with any of these Rules or refused or failed to comply with the instructions of the Council or of the Area Council or is not in conformity with the Charity Act or other legislation or regulation or is being mismanaged, may be closed by the Council subject to such notice and procedures for the closure of Branches or Branch Clubs as shall be prescribed by the Byelaws or Standard Club Rules respectively.

## **RULE 31. BRANCHES – PROPERTY AND ASSETS**

- (1) Subject to paragraph (2) of this Rule the Chairman, Officers and other Members of the Branch Committee shall be collectively responsible for the funds and other property or assets of the Branch and its liabilities. They shall also be responsible, in the case the Branch shall cease to exist or be closed, for:
  - (a) Realising the value of any property or assets;
  - (b) Satisfying any proper debts and liabilities;
  - (c) Forwarding, within the period prescribed by the Byelaws, any remaining funds or assets together with an audited statement of account and all the records of the Branch, to the Secretary General.
- (2) Should any Branch not fully follow the procedures laid down in paragraph (1), or in any other way be responsible for a Branch not being in conformity with the Charities Act or other Legislation or Regulation or being mismanaged, the Council may require, that any property or asset of a Branch, shall be vested in or transferred to the Association, or such other person or persons as the Council may from time to time approve or require, on trust for the Branch.

### **RULE 32. FINANCE AND ACCOUNTS – PROPERTY**

All property of the Association, both real and personal, shall be held in the name of the Association, or in the name of such other person or persons in trust, for the Association as the Council may determine.

### **RULE 33. FINANCE AND ACCOUNTS – THE ACCOUNTS OF THE ASSOCIATION**

- (1) The Council shall ensure the Association complies with the obligations of the Charities Act or any other applicable legislation with regard to the:
  - (a) Keeping of accounting records;
  - (b) Preparation of annual statements of account;
  - (c) Auditing or independent examination of the statements of account;
  - (d) Transmission of statements of account and annual reports to the Charity Commissioners.
- (2) The Council shall make such Byelaws as are necessary to meet these requirements.

### **RULE 34. FINANCE AND ACCOUNTS – THE TREASURER’S RESPONSIBILITIES**

- (1) The cash and bank accounts of the funds of the Association shall be under the control of the Treasurer, who shall administer them in accordance with the decisions of the Council.
- (2) The Treasurer shall cause proper books and accounts to be kept, and shall submit statements of account to the Council, at such times and in such form as the Council shall determine.

### **RULE 35. FINANCE AND ACCOUNTS – GRANTS OR LOANS TO BRANCHES**

- (1) Grants or loans to Branches may be made by the Council under the provisions of Article 3(i) of the Charter and shall be governed by such procedures and shall be subject to such terms and conditions as may be determined by the Council.
- (2) Any property, acquired under these provisions, shall be held in the name of the Association or in that of such person or persons, in trust for the Association as the Council shall determine. At the discretion of the Council, it may also be a condition of a grant or loan for essential repairs and alterations, the property shall be held in the name of the Association or in that of such a person or persons in trust for the Association as the Council shall determine.

### **RULE 36. FINANCE AND ACCOUNTS - INVESTMENTS**

- (1) Any of the funds of the Association not immediately required for the purposes of the Association shall be invested as may be authorised by the Council in accordance with the provisions of the Trustee Investment Act 2000 and/or if applicable the Charities & Trustee Investment (Scotland) Act 2005 (as they may be amended, extended or re-enacted from time to time).
- (2) Under this Rule, the Council may:
  - (a) Appoint as Investment Manager one or more investment experts.
  - (b) Delegate appropriate power to the Investment Manager to buy and sell investments, for the Charity, at their discretion on the Council’s behalf;

- (c) If there is any delegation under this Rule, the Council must, at the time of making the delegation, and from time to time, thereafter, give clear policy instructions to the Investment Manager regarding investments;
  - (d) Take care to ensure all parties comply with the terms of the delegation;
  - (e) Always provide reasonable supervision of the Investment Manager; and
  - (f) Review the arrangements at suitable intervals (normally not exceeding 36 months).
- (3) If any delegation is made under this Rule, it must be on the terms that:
- (a) The Investment Manager may not do anything which the Council does not have power to do;
  - (b) The Investment Manager complies with any policy instructions provided to them from time to time;
  - (c) The delegation may be revoked without notice or (subject to this Rule) any of its terms varied; and
  - (d) Where the Investment Manager makes any purchase or sale using their delegated powers, they must report it to the Council as soon as reasonably possible.
- (4) The Council may:
- (a) Set up a Finance Committee consisting of any two or more of their own number; and
  - (b) Subject to this Rule delegate to the Finance Committee established under Rule 16 any of their functions relating to investment.
- (5) The Council shall keep the investment of the funds of the Association under routine review. If the Council delegates any powers to a Finance Committee, it will be on the term that all acts and proceedings of the Finance Committee must be reported to the Council as soon as is reasonably possible.
- (6) The Council may not apply any funds of the Association in acquiring any investment, other than a narrower-range investment within the meaning of the Trustee Investments Act 2000 and/or if applicable the Charities & Trustee Investment (Scotland) Act 2005 (as they may be amended, extended or re-enacted from time to time), except upon the advice of the Investment Managers

## **RULE 37. FINANCE AND ACCOUNTS – INVESTMENT OF BRANCH FUNDS**

The Council shall issue instructions regarding the investment of Branch Funds shall comply with the provisions of the Trustee Investments Act 2000 and/or the Charities & Trustee Investment (Scotland) Act 2005, (as they may be amended, extended or re-enacted from time to time).

## **RULE 38. FUNDRAISING**

The Council shall conform to the Charities Act 1992 and the Charities Act 2011 as amended by the Charities (Protection and Social Investment) Act 2016 or relevant legislation enacted by a devolved administration (as they may be amended, extended or re-enacted from time to time) and shall issue guidance regarding the control of fund-raising and public charitable collections to assist Branches with compliance.

## **RULE 39. LIABILITY AND INDEMNITY**

- (1) The Association shall indemnify every member of Council, in respect of any liability arising from or in respect of the Association (except any claim arising from wilful fraud, wrongdoing or wrongful omission on their part), and including (without limitation) any liability incurred in successfully defending legal proceedings in their capacity as a member of Council, or in

connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the Association

- (2) No Area Conference, Area Council or Committee of an Area Council, no Group, Branch, or Branch Committee and no member of the Association shall have power, express or implied, to pledge the credit of the Association or of any Officer of the Association or to incur any financial liability or any liability whatsoever in the name or on behalf of the Association or of any Officer of the Association without the specific or delegated authority of the Council, nor shall the Association or any Officer of the Association be liable to action, omission, neglect or default done or committed by any Branch or Officer thereof.
- (3) No member shall use or permit the use of the name, initials, emblem, logo, badge or other insignia, domain name, social networking name or other digital identity of the Association which may in any way tend to suggest any of their activities has the support of, or is conducted under the auspices of, the Association unless they have the written authority of the Secretary General so to do, which authority may be revoked at any time by the Secretary General.
- (4) No person, organisation or member of the Association, except those appointed to positions carrying remuneration, shall be legally entitled to claim payment for any services rendered on behalf of the Association, unless in accordance with the terms of such contract or written agreement as may be signed by the Secretary General or such persons to whom this power has been expressly delegated.
- (5) No person, ceasing to be a member of the Association, shall have any claim upon the subscriptions or other moneys paid by him to the Association, except if paid by way of a loan.
- (6) The proceedings at any meeting or on the taking of any poll or the passing of a resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

#### **RULE 40. CONFLICT OF INTERESTS**

- (1) Whenever a member of Council finds themselves in a situation that is reasonably likely to give rise to a conflict of interest with or in respect of the Association, they must declare their interest to Council.
- (2) If any question arises as to whether a member of Council has a conflict of interest with or in respect of the Association, the question shall be decided by a majority decision of the other members of Council.
- (3) Whenever a member of Council has a conflict of interest either in relation to a matter to be discussed at a meeting or a decision taken by other means the member of Council must:
  - (a) Remain only for such part of the meeting as in the view of the other members of Council is necessary to inform the debate;
  - (b) Not be counted in the quorum for that part of the meeting; and
  - (c) Withdraw during the vote and have no vote on the matter.

#### **RULE 41. COMPLAINTS PROCEDURE**

- (1) Complaints against any volunteer, member (of whatever class of membership), Area, Branch or Branch Club shall be handled in accordance with procedures prescribed in the Byelaws.
- (2) Any complaint against a member of Council shall be heard by the Council.



## **RULE 42. REGISTERED MEMBERS GROUPS**

- (1) Members of a Branch which is closing may form a Registered Members Group (RMG).
- (2) Members of an RMG will be recorded in the Register of Members as prescribed in the Byelaws.
- (3) The Members of an RMG will nominate a Member to act as the point of contact with the Area headquarters.
- (4) RMGs will hold no funds belonging to the Association, nor shall they receive a membership or a fundraising rebate, nor shall they hold or operate a bank account in the name of an RMG.
- (5) An RMG may send a representative to Annual Conference who shall be entitled to take part in all discussions but shall have no voting powers.
- (6) Members of an RMG are not eligible for appointment as a delegate to an Annual or Special Conference.
- (7) Subject to the prior approval of Council, RMGs may reform into a Branch.

## **RULE 43. THE COMMON SEAL**

The Council shall provide for the safe custody of the Common Seal of the Association and shall regulate its use and authentication.

The Rules were approved by HM The Queen 16 November 2016.

# **BYELAWS**

## **BYELAW 1. AUTHORITY AND DATE OF EFFECT**

These Byelaws are made by the Council under Rule (4) and shall come into force on 23 October 2022, and as from that date any Byelaws then in force shall cease to have effect.

## **BYELAW 2. BYELAWS AND STANDARD REGULATIONS**

- (1) In these Byelaws words and expressions to which meanings are assigned by the Rules shall have the same respective meanings.
- (2) Any Byelaws or Standard Regulations made under the Rules shall come into force on such date as may be determined by the Council and may be revoked, altered or added to by subsequent Byelaws or Standard Regulations made by the Council. Provided that any such Byelaw, Standard Regulation or amendment to a Byelaw or Standard Regulation made by the Council shall be submitted as a resolution to the next Annual Conference for approval. In the event the Byelaw or Standard Regulation is not approved by the Annual Conference it shall be void and of no effect but without prejudice to the validity of anything previously done there under.
- (3) Area Councils and Branches may propose that Byelaws or Standard Regulation be revoked, altered or added to by submission of a resolution to an Annual Conference.

## **BYELAW 3. CONSTRUCTION**

These Byelaws shall be construed with the Rules and, if there is any discrepancy between the two, the Rules shall prevail.

## **BYELAW 4. MEMBERSHIP – OTHER CLASSES OF MEMBERSHIP**

### **Associate Members**

- (1) A person shall be eligible for Associate Membership if they fulfil the criteria set out in (a) to (d) below:
  - (a) They are not an Ordinary or Life Member of the Association;
  - (b) They are not eligible for Ordinary Membership of the Association;
  - (c) They accept the aims and objects of the Association and commit themselves to work actively to promote such aims and objects;
  - (d) They pay the annual subscription determined in such manner as shall be prescribed.

### **Honorary Life Member**

- (2) The prescribed conditions for Honorary Life Membership of the Association are:
  - (a) The member must have been an Ordinary or Life Member or Associate of the Association for not less than five consecutive years and have paid any subscription for which they are liable.
  - (b) A Branch of which they are a Member must have passed a resolution in General Meeting proposing that the member is recommended to the Council for consideration that they should be appointed as an Honorary Life Member of the Association. A copy of the signed resolution and minutes of the meeting shall be forwarded to the Secretary General for submission to Council.

## **Junior Membership**

- (3) A person shall be eligible for Junior Membership if they are a member of a uniformed Air Cadet Organisation, or are air-minded young people between the ages of 12 and 17 (inclusive) who accept the aims and objects of the Association.

## **BYELAW 5. MEMBERSHIP – ADMISSION TO MEMBERSHIP**

- (1) Every member of the Association must be a member of at least one Branch or HQ Membership Roll. In the first instance, a member will be allocated to a Branch or Roll, which will be designated as their 'home' Branch. Every application must be in a form specified by the Council.
- (2) The Branch Committee of the home Branch has full discretion over admission to membership of the Branch but must not refuse it unreasonably. The Committee must record any reasons for rejection and submit them to HQ. The Secretary of the Branch must inform the applicant whether their application has been accepted or rejected. Membership of the Branch will date from the day the Branch Committee decides to register the applicant and admit them to the Branch. An applicant may raise a complaint, in accordance with the procedures authorised by the Council, against rejection of an application for membership, giving the grounds for the complaint.
- (3) If the Council later finds someone was not eligible for membership or was admitted to a class of membership in error, it may terminate the membership at once or transfer the person to the correct class of membership.
- (4) Members may also seek to be registered with other Branches provided they disclose the name of the Branch(es) of which they are already a member. Such additional registration must be notified to headquarters in a form specified by Council.
- (5) A member registered with more than one Branch shall have the full rights of a member in respect of each Branch with which they are registered, and may with the approval of the relevant Branch Committee, act as officials of the Branch and may offer themselves for election to the Branch Committee.

## **BYELAW 6. MEMBERSHIP – REGISTER OF MEMBERS AND REMOVAL OF MEMBERSHIP**

- (1) The Secretary General shall maintain a central register of members, including details of the Branches with which they are registered.
- (2) Branches shall supply any information required for the purposes of the central register.
- (3) Members may, if they wish, change their home Branch by application to a Branch that is willing to accept them, which must be notified to headquarters in a form specified by Council. If they have paid all subscriptions due to their current Branch, they will not need to make any additional payment within that membership year. The Branch Registers will be amended accordingly. A member may raise a complaint, in accordance with the complaints procedures authorised by the Council against a rejection of their request to transfer to another Branch.
- (4) A member will continue to be a member so long as their name remains on the Central Register of members, provided they have not resigned or died, and their membership has not ended for failure to pay the annual or branch subscription or membership is removed in accordance with the Standard Regulations or the Complaints Procedure issued by the Council as it may be amended by the Council from time to time.

- (5) If a member's status is questioned, their card of membership for the current membership year will provide sufficient evidence of membership.

## **BYELAW 7 – MEMBERSHIP – SUBSCRIPTIONS**

- (1) Members shall pay such annual subscription as appropriate to their class of membership as determined by the Association at an Annual Conference.
- (2) Members' first annual subscription shall be due on receipt on application.
- (3) Subsequent annual subscriptions of members who joined the Association prior to 1 January 2017, shall be due on the first day of January in each year; for members joining after 1 January 2017, subsequent annual subscriptions shall be due on the anniversary of their joining (or on such other date as may be determined by the Council subject to subsequent approval by Annual Conference).
- (4) The prescribed period after the first day of January in each year or the anniversary of their joining (or such other date as may be determined by Council subject to subsequent approval by Annual Conference) at the expiration of which membership ceases if the subscription has not been paid, shall be one month.
- (5) Members are only required to pay one annual subscription as prescribed, regardless of the number of Branches with which they are registered.
- (6) A member who can prove, each year, they are unable, for whatever reason, to keep paying their annual and branch subscription may be permitted by the Branch Committee to remain a member, despite non-payment of such subscription, on terms set by that Branch Committee. The Branch is responsible for providing, solely from the branch subscriptions paid by other members of that Branch, the portion of the membership fee due in respect of any member so excused.
- (7) Branches must forward the full amount of any subscriptions received for members to the Headquarters. Part of each subscription for a member of a Branch will be returned to the home Branch, at the beginning of each subscription year, based on the membership of the Branch at the end of the previous subscription year.
- (8) The membership rebate for those on HQ Roll will be allocated within the Association's budget to facilitate activity at the discretion of the Council.
- (9) A Branch may determine, at an Annual General Meeting, Members shall pay an additional annual amount to the Branch for its funds.

## **BYELAW 8. THE COUNCIL – COMPOSITION<sup>1</sup>**

- (1) There shall be no Elected Members elected by the Conference to the Council.
- (2) Voting Branches in each Area shall be entitled to nominate and elect one Elected Member to the Council (referred to as an "Area Elected Trustee"). Any Member of the Council so elected must be a member of a Branch of the relevant Area or alternatively live in the Area and shall be an ex officio member of the relevant Area Council.
- (3) The three Council members appointed by the Royal Air Force ("Service Trustees ") to the Council shall be appointed as determined by the Air Force Board provided that:
  - (a) One of the Service Trustees shall be a serving Non-Commissioned Officer or Airman;

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<sup>1</sup> Changes made by Council under Rule 4 on 12 May 2021, and approved by Conference in October 2021.

- (b) No Service Trustee shall become a Member of the Council until their appointment has been approved by the Council;
- (c) The Service Trustees shall not be removable, except by their respective superior officers or their tenure of office has expired, or they no longer meet the qualification criteria prescribed in Byelaw 9.
- (4) Co-opted Trustees are appointed by Council on the recommendation of the Nominations Committee.
- (5) If a casual vacancy occurs amongst:
  - (a) The President of the Association, or the Chairman of the Council or the Vice-Chairman of Council or the Treasurer of the Association, it shall be filled by the Council and the person so elected shall hold office until the conclusion of the next Annual Conference and be eligible for re-election for the remaining term of office of his or her predecessor.
  - (b) The Area Elected Trustees, it shall be filled by the Council by offering the vacancy to the unsuccessful candidates at the last election in turn, starting with the candidate who obtained the greatest number of votes. If there were no unsuccessful candidates or if none of these candidates are willing to fill the vacancy, it shall be filled by the Council by appointing any member who is eligible for appointment; such Members shall hold office from the date of their co-option to the conclusion of the next Annual Conference and be eligible for election subject to the Rules.
  - (c) The Service Trustees, it shall be filled by the appointing authority.

## **BYELAW 9. THE COUNCIL – QUALIFICATION AND REMOVAL<sup>2</sup>**

- (1) A Member of the Council must be:
  - (a) At least 18 years of age;
  - (b) A 'fit and proper person' as defined under the management condition in the Finance Act 2010 (or any statutory re-enactment or modification of that provision); and
  - (c) An Ordinary, Life or Associate Member of the Association (in the case of Co-opted Members they shall be required to become a member upon appointment).
- (2) A Member of the Council must not:
  - (a) Be disqualified as from acting as a company director;
  - (b) Have an unspent conviction for an offence involving dishonesty or deception (such as fraud);
  - (c) Have been convicted of an offence as prescribed in section 9 of the Charities (Protection and Social Investment) Act 2016 (or any statutory re-enactment or modification of that provision);
  - (d) Be an un-discharged bankrupt (or subject to sequestration in Scotland), or have a current composition or arrangement including an individual voluntary arrangement (IVA) with their creditors;
  - (e) Be disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - (f) Be barred by the Disclosure and Barring Service (DBS) (or its successors).

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<sup>2</sup> Changes made by Council under Rule 4 on 12 May 2021 and approved by Conference in October 2021

- (3) A Member of Council will cease to be such if the Member:
  - (a) Becomes in the reasonable opinion of the Council, incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - (b) Is absent without reasonable excuse for two or more consecutive meetings of the Council and the Council resolve to remove them for this reason.
  - (c) Is removed by resolution of the Conference as detailed further in Byelaw 11.
  - (d) Is an Area Elected Trustee and ceases to be a member of a Branch of the Area or otherwise ceases to live in the Area.
- (4) For the avoidance of doubt a member of Council may resign provided there are six remaining members of Council and membership of Council shall cease on death.
- (5) Any Council member ceasing to meet the qualification criteria shall automatically cease to be a member of Council.

## **BYELAW 10. CONFERENCE – REPRESENTATION**

- (1) The prescribed conditions for a Branch to be represented at a Conference of the Association shall be the Branch:
  - (a) shall have been constituted in accordance with the conditions and procedures at Byelaw 18 and the Council shall have approved its formation;
  - (b) shall have submitted, on or before the 31 March, its trustee report and accounts, together with its independent examiner's report for the previous financial year (i.e. the twelve months ended 31 December in the calendar year immediately prior) ; and
  - (c) shall have submitted, on or before 31 March, its completed 1056 Form for the current year.

A Branch that meets the conditions set out in this Byelaw shall be referred to as a Voting Branch.

- (2) The prescribed number of delegates and voting rights for an entitled Branch shall be one delegate for each Branch and a second delegate if its membership of Ordinary and Life Members registered with the Branch as their home Branch as at 31 December immediately preceding the Conference exceeds five hundred. Each of these delegates shall on a show of hands, electronic or card vote have one vote.
- (3) For the purpose of this Byelaw the Register of the members of the Branch held on the central register of members shall be conclusive evidence of the membership of the Branch.
- (4) The prescribed membership qualification for attending a Conference shall be the delegate is an Ordinary, Life or Associate Member Provided any such Associate Member is a member of the Branch Committee.

## **BYELAW 11. CONFERENCE AND ELECTIONS – VOTING<sup>3</sup>**

- (1) Elections to Office and voting at a Conference shall be:

### **Elections**

- (a) By postal or electronic ballot by Voting Branches prior to a Conference in the case of contested elections for:

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<sup>3</sup> Changes made by Council under Rule 4 on 7 September 2022 and approved by Conference on 22 October 2022

- i. Officers of the Association
  - ii. Membership of Council
  - iii. Annual Conference Committee
- (b) Results of elections will be announced at Conference.
- (c) In the case of a tie at (a) above, the successful candidate will be determined by totalling the number of Ordinary, Life and Associate Members of the Voting Branches, who are registered with the Branch as their home Branch, as at 31 December immediately preceding the Conference who voted for either or both candidates.

**Voting at Conference**

- (d) By ballot, which may be conducted electronically, in the case of any resolution to remove any Officer of the Association or Member of the Council but such resolution shall not be carried unless approved by two-thirds of the delegates present and voting.
- (e) By card or electronic vote in any case where it is required by the Rules of Procedure.
- (f) By electronic vote or by a show of voting cards in any other case.

Provided nothing in this Byelaw shall prevent further or other provision for voting by electronic ballot or by card vote being made either by the Rules of Procedure or by the Conference.

- (2) For the purposes of this Byelaw a postal or card or electronic vote shall mean one delegate on behalf of their Branch shall be entitled to cast the number of votes to which their Branch is entitled by the Byelaws.
- (3) Voting to amend the Byelaws and Standard Regulations shall be by:
  - (a) Postal or electronic voting by Voting Branches prior to a Conference (or the date set for Conference, if Conference cannot be held); and / or
  - (b) Electronic vote or by a show of voting cards by delegates present and voting at Conference.
  - (c) For the purposes of this Byelaw a delegate of a voting branch shall be deemed present, and eligible to vote, if they are appropriately registered to attend at the conference venue OR have registered and are present on the designated 'remote meeting' platform designated and agreed by Council for the purposes of holding a hybrid Conference.

PROVIDED that a Voting Branch may choose only ONE means by which its delegate shall vote.

Results of votes under this sub-clause shall be announced at Conference or on the date set for Conference if Conference cannot be held.

**BYELAW 12. CONFERENCE – ANNUAL CONFERENCE COMMITTEE**

- (1) A report by the retiring Annual Conference Committee, on the Annual Conference for which it has been responsible, shall be rendered by the retiring Committee to the newly elected Committee.
- (2) The members of the Annual Conference Committee shall hold office for a period of three years following the conclusion of the first meeting of Council after an Annual Conference.
- (3) The prescribed number of Ordinary, Life or Associate members to be elected to the Annual Conference Committee by Conference shall be three. The Council shall in addition appoint two members of the Council to the Annual Conference Committee.

### **BYELAW 13. CONFERENCE – NOMINATIONS FOR ELECTION**

- (1) Subject to the provisions of Rules 10, 11 and 14, nominations for election, as an Officer of the Association or a Member of the Council elected at Annual Conference or the Annual Conference Committee, may only be made by the Council or by a Voting Branch, with the exception of Life Vice-Presidents or Vice-Presidents who must be nominated by Council.
- (2) Every nomination for election, as an Officer of the Association or an Elected Member of the Council or the Annual Conference Committee, shall be in writing and sent to Headquarters' by the date communicated to Branches by the Secretary General or their nominee. Every nomination paper including those seeking re-election shall be signed by the candidate and be accompanied by a CV, photograph and a short brief stating their skills and experience and what they hope to achieve if elected.

### **BYELAW 14. CONFERENCE – NOTIFICATION OF RESOLUTIONS**

A Voting Branch or Area Council wishing to move a resolution at an Annual Conference shall give notice in writing to the Secretary General or their nominee of the terms of the resolution not less than seven weeks before the date of the Annual Conference. Except as permitted by Byelaw 15 (2) no resolution shall be moved by a Voting Branch or Area Council unless such notice has been given.

### **BYELAW 15. CONFERENCE – THE AGENDA**

- (1) The Agenda of the Conference, containing all nominations and resolutions, shall be printed and/or provided in electronic format, and one copy thereof supplied to each Branch and Area Council attending Annual Conference, not less than 14 days before the first day of the Conference.
- (2) Any resolution, subject or matter not included in the Agenda shall not be moved, raised or discussed at an Annual Conference and no business other than specified in the notice convening a Special Conference shall be dealt with at such Conference.

Provided, if in the opinion of the Council an important matter of urgency affecting the Association arises after the Agenda has gone to press, the Agenda may be altered by resolution of the Conference so as to enable it to be discussed.

### **BYELAW 16. CONFERENCE – INFORMATION FOR BRANCHES**

Copies of the Annual Report of the Council and of the Annual Accounts of the Association shall be issued and/or made available electronically to all Branches and Areas attending Annual Conference not less than 14 days before the first day of the Conference. Branches not represented at Annual Conference will receive these documents as soon as practicable after Conference. Copies will be made available on the Association's website. For the avoidance of doubt notices and information shall be sent out by email to the email address notified by each Branch Representative to the Association.

### **BYELAW 17. REGIONS**

- (1) The prescribed conditions for an Area Council to make regulations governing the constitution, proceedings and administration of any Regional Committee in its Area are that the regulations shall be:
  - (a) In accordance with any guidance issued by the Council; and
  - (b) Agreed by the Regional Committee.
- (2) The prescribed functions of a Regional Committee shall be to:



- (a) Monitor, develop, support, assist and advise Branches within the Region;
- (b) Recruit new and retain existing members and assist in the formation of new Branches within the Region;
- (c) Consider any matter referred to it by the Area Council and make representations to the Area Council on any matter related to the furtherance and benefit of the Region;
- (d) Make recommendations to the Area Council on any matter of policy submitted to it for consideration by a Branch allocated to the Region;
- (e) Encourage the fund-raising and welfare activities in the Region; and
- (f) Co-ordinate and promote such activities amongst the Branches in the Region as may be agreed by the Area Council.

## **BYELAW 18. BRANCHES – FORMATION**

- (1) The prescribed procedures for forming a new Branch (including Virtual Branches) are:
  - (a) An application for the formation of a new Branch must be made on the appropriate form and signed by not less than 12 persons, being either Ordinary, Life or Associate Members, who shall be the Founder Members.
  - (b) The application for a proposed Branch (that is not a virtual Branch) shall be submitted to the Council through the Area Council concerned but, before forwarding the application to the Council, the Area Council shall notify all Branches in the vicinity of the proposed new Branch. Any such Branch shall have the right of objecting to the proposed new Branch and any such objections shall be submitted to the Area Council.
  - (c) The application for virtual Branches shall be submitted via the Secretary General to the Council.
  - (d) The inaugural meeting of a new Branch shall be convened by the Founder Members and the proceedings of the meeting shall be reported to the Secretary General (or their nominee) on the prescribed form; and
  - (e) At the inaugural meeting, or as soon as reasonably practicable thereafter, and annually thereafter, a Chairman, Vice-Chairman, Secretary, Treasurer and Committee shall be elected. The Secretary General (or their nominee) shall be notified of the names of the Officers of the Branch so elected. On receiving such notification, the Secretary General shall forward, to the Branch, a certificate authorising the formation of the Branch signed by the Chairman of the Council.
  - (f) A Registered Members Group (RMG) may be used as a precursor to the establishment of a new branch with the prior authorisation of the Council.

### **Charitable status of branches<sup>4</sup>**

- (2) The Association requires all Branches (excluding a Pop-Up Branch), utilising the Royal Charter as their charitable objects:
  - (a) In England and Wales to be registered as individual charities with the Charity Commission, when the annual income threshold is met, in accordance with the regulatory body's guidance;
  - (b) In Scotland to be registered as individual charities with the Office of the Scottish Charity Regulator (OSCR);

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<sup>4</sup> Amended by Conference 22 October 2022.

- (c) In Northern Ireland to follow the requirements of the Charity Commission for Northern Ireland (CCNI);
- (d) In other jurisdictions to take local action to ensure compliance with local Charity legislation and to register/confirm their charitable status as necessary.

Branches should contact Headquarters for advice and guidance on registering with the Charity Commission, OSCR or their local charity regulator.

## **BYELAW 19. BRANCH – BRANCH CLOSURE**

- (1) A Branch closing due to the fact the current Membership is unable to form a Committee should be afforded the opportunity via HQ to form a Registered Members' Group (RMG).
- (2) The prescribed procedure for closing a Branch under Rule 30(2) or (3) shall be:
  - (a) The Branch shall not be closed unless, in the first instance, a resolution to that effect has been passed by the Area Council or by the Council;
  - (b) The Secretary General or their nominee shall serve one month's notice of closure to the President, Chairman and Secretary of the Branch or, if none of those Officers can be traced, to some other Officer or member of the Branch.
  - (c) The notice shall include full particulars of the reasons for closing the Branch and explain the Branch's right to appeal against the notice in accordance with procedures determined by the Council. The notice will be forwarded with a copy of the Royal Charter, Rules and Byelaws.
  - (d) If before the expiration of the prescribed notice the Branch appeals against closure in writing to the Area Council (or, if the resolution for closure has been passed by the Council, to the Council), the decision of the Area Council or Council shall not take effect until the appeal by the Branch has been heard.
  - (e) The members of a Branch which has been closed under this Byelaw shall be transferred to such other Branch or Branches as they may elect by notice in writing to the Secretary General or their nominee or, in default of such election, as the Area Council or the Council may determine.
  - (f) A Member of the Council or Area Council who is also a member of the Branch concerned shall be disqualified from considering or adjudicating upon the question of the closing of the Branch at the meeting of the Area Council or Council at which such closure is being considered.
  - (g) An Area Representative Member who is not a member of the Branch concerned but who represents the Area concerned may consider the question of the closing of the Branch at the meeting of the Council at which such closure is being considered but shall be disqualified from voting upon it.
- (3) Where an Area Council or Council decides to close a Branch it may consider whether the conduct of one or more members of the Branch Committee is such that action should be taken against them individually under the Association's procedures for dealing with misconduct.

## **BYELAW 20. BRANCHES – PRODUCTION OF BOOKS**

- (1) A Branch or Branch Club, on being required to do so by the Council or the appropriate Area Council, shall produce all books, records and other documents for the inspection of the authorised representative of the Council or the Area Council.

- (2) Annual reports and accounts of all Branches and Branch Clubs, together with the report of the independent examiner shall be provided to HQ by 31 March each year.

## **BYELAW 21. BRANCH CLOSURE – FORWARDING OF ACCOUNTS AND FUNDS**

The prescribed period for forwarding the remaining funds and audited accounts on the closure of a Branch as required by Rule 31 shall be three months.

## **BYELAW 22. FINANCE AND ACCOUNTS – FINANCIAL YEAR**

The financial year of the Association shall be from 1 January to 31 December or such other dates as shall be determined by the Association at an Annual Conference.

## **BYELAW 23. FINANCE AND ACCOUNTS – KEEPING OF ACCOUNTS**

The following accounts shall be kept for the funds of the Association:

- (a) An account for those monies held centrally by the Association to be known as the Central Fund;
- (b) Such other bank accounts as the Council shall require or approve.

## **BYELAW 24. FINANCE AND ACCOUNTS – CREDITS TO ASSOCIATION FUNDS**

- (1) There shall be credited to the Central Fund of the Association:
  - (a) All lands, monies, securities or other property acquired by the Association;
  - (b) All gifts of money or property of whatever kind whether arising from public or private subscription or otherwise provided such gifts of money or property are directed by the donors towards the general objects of the Association;
  - (c) All monies which shall come into the hands of the Association from the activities of the Association in promoting and affecting its objects.
- (2) There shall be credited to each Branch Fund:
  - (a) Part of each subscription, for members of a Branch, returned to the Branch at the beginning of each subscription year;
  - (b) All monies paid or donated to that Branch specifically for its purpose and benefit;
  - (c) All monies, raised by that Branch, specifically for its purpose and benefit with such approval as may be required by the Area Council.

## **BYELAW 25. FINANCE AND ACCOUNTS – EXAMINATION OF ACCOUNTS**

- (1) The accounts of the following shall be examined annually:
  - (a) The Association by a qualified auditor appointed by the Association at Annual Conference;
  - (b) Each Branch by an independent examiner (unless there is a legislative requirement for a Branch to have its accounts audited); the appointment of the independent examiner or auditor if required shall be made by the Branch at the Branch Annual General Meeting.
- (2) Where a Branch has a Branch Club the Branch's independent examiner shall also carry out an annual independent examination of the accounts of the Branch Club.

- (3) The Council, or the Area Council, may require an additional examination of the accounts of a Branch or Branch Club shall take place by a qualified auditor or independent examiner approved by the Council or the Area Council.

### **BYELAW 26. FINANCE AND ACCOUNTS – AVAILABILITY OF ACCOUNTS**

The annual trustees' report and accounts of the Association and Branches, together with the report of the qualified auditor or independent examiner, shall be kept available for inspection by any Member.

### **BYELAW 27. FINANCE AND ACCOUNTS – EXPENSES**

- (1) The reasonable expenses of the Council, including those of its members attending meetings and Annual Conference, may be reimbursed from the Fund of the Association.
- (2) The reasonable expenses of an Area Council, including those of its members attending meetings and the Area Conference and of the Area Delegate attending Annual Conference, may be reimbursed from the allocated Area Fund.
- (3) The reasonable expenses of a Branch Committee, including those of its members attending meetings and of any delegates from the Branch to Area or Annual Conferences, may be reimbursed from the Branch Fund.

### **BYELAW 28. THE JOURNAL OF THE ASSOCIATION**

Any Journal, published by the Association, shall be distributed to the members on such terms and conditions as may be determined by the Association at Annual Conference and may also, if so determined, be sold to members of the public.

### **BYELAW 29. SUPPLY OF ROYAL CHARTER, RULES, BYELAWS AND STANDARD REGULATIONS**

A copy of the Royal Charter, Rules, Byelaws and Standard Regulations shall be supplied to any member, on request, at a cost which shall be determined by the Council, and shall be available in electronic format at no charge.

### **BYELAW 30. COMPLAINTS PROCEDURE**

- (1) Complaints against any member of staff, volunteer, member (of whatever class of membership), committee, Area, Region or Branch shall be handled in accordance with procedures authorised by the Council.
- (2) Any complaint against the Secretary General, Officer of the Association or a member of Council shall be heard by the Council in accordance with procedures authorised by the Council.

### **BYELAW 31. REGISTERED MEMBERS GROUP (RMG)**

- (1) An application for the formation of a new RMG from a closing Branch or to assist the formation of a new Branch must be made on the appropriate form and signed, by not less than 12 persons being either Ordinary or Life Members of the Association or eligible for such membership.
- (2) The prescribed procedure for forming an RMG, due to the closure of a Branch, is that the remaining members of the Committee of the Branch shall follow the Byelaws.
- (3) The application shall be submitted to the Council through the Area Council concerned.

- (4) The Secretary General (or their nominee) shall be notified of the names of the principle contact of the RMG and on receiving such notification the Secretary General shall forward to the RMG a certificate authorising the formation of the RMG signed by the Chairman of the Council.
- (5) RMGs are not permitted to hold funds or to open or operate bank or other accounts in the name of the RMG.

# **BRANCH REGULATIONS**

## **1. PURPOSE**

- 1.1. The Branch Regulations give guidance to the Trustees and Branch members on how their Branch is organised and structured and how it is to function.
- 1.2. In these Branch Regulations words and expressions to which meanings are assigned by the Royal Charter, Rules and Byelaws shall have the same respective meanings.
- 1.3. These Branch Regulations shall be construed with the Royal Charter, Rules and Byelaws and, if there is any discrepancy the Royal Charter, Rules and Byelaws shall prevail.

## **2. INTRODUCTION – LEGAL STRUCTURE**

- 2.1. All Branches are unincorporated charities (unless local law requires them to be something different) and therefore Branch committee members are the Trustees of that charity<sup>5</sup>. The governance and management of the Branch is entrusted to the Branch Committee (“Trustees”), who comprise the Branch Officers and other elected Trustees. The Branch Committee is to exercise a controlling oversight and act upon the affairs of the Branch in accordance with the Royal Charter and Governance Handbook.
- 2.2. Branches, while legally separate from the Royal Charter body (registered charity number 226686 and SC037673), are subject to the oversight of the Council which is the overall governing body for the Association. Branches are to implement policies issued by the Council.
- 2.3. Article 2 of the Royal Charter defines the Object (the Purpose) of the Association and that of all Branches of the Association:

*“The object for which the Association is established to promote, through comradeship engendered by its members, the welfare by charitable means of all serving and former members of Our Air Forces, their spouses and dependants, together with the widows and widowers and dependants of those who died whilst serving or subsequently.”*

## **3. FUNCTIONAL PROVISIONS**

- 3.1. All Branch correspondence must show in clear, legible characters the Branch’s full name: being the Royal Air Forces Association XXXXX Branch, the Branch address<sup>1</sup>the Branch’s Registered Charity Number (if any) and the Branch number as issued by HQ. The signatories of all correspondence are to clearly designate their appointment in legible, prominent characters. No one is authorised to use Association headed paper in a manner which may be misleading or may give the recipient the impression that they have a contract with the corporate body of The Royal Air Forces Association.
- 3.2. All Branches must be contactable via email. Trustees may claim reasonable expenses from the Branch General fund, for carrying out this function.

## **II ROLES AND RESPONSIBILITIES**

### **4. BRANCH COMMITTEE**

- 4.1. The Branch Committee shall comprise of a minimum of three (3) Trustees and a maximum of eleven (11) Trustees of whom there shall be three (3) Officers, that is a Chairman, Treasurer and Secretary. A Branch may also agree in general meeting to elect a Vice-Chair

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<sup>5</sup> Byelaw 18 (2)

as an Officer of the Branch. A minimum of three (3) non-conflicted Trustees, to include one (1) Officer, shall form a quorum.

- 4.2. Branches are to elect the Trustees from their Branch members, to serve for one (1), two (2), or three (3) years, as decided by vote at the Branch Annual General Meeting (AGM) and in accordance with these Branch Regulations..
- 4.3. All Trustees are to be members of the Association and must meet the requirements of Byelaw 9.
- 4.4. Trustees are to follow in every respect the duties and responsibilities as outlined by the Council and the BMC and are to adhere to all Association policies and procedures.
- 4.5. Trustees are to meet at least quarterly to properly execute and fulfil their obligations.
- 4.6. The Trustees shall have the management and control of the affairs of the Branch and the day-to-day administration of the property and income thereof with the power to delegate, subject to such instructions, reservations or restrictions that they may think fit, any of their powers to a sub-committee appointed from amongst the members of the Branch or otherwise constituted for the purpose.
- 4.7. The Trustees shall be responsible to Council for carrying out the Object of the Association as set in the Royal Charter Article 2 and the functions and duties of a Branch as set out in the Royal Charter Article 4 and 20; Rules 1, 3, 7, 8, 27 and 36; and Byelaws 4, 5, 6, 7, 9, 18, 20, 25, 26 and 30.
- 4.8. Trustees shall ensure that any issues that may affect the future reputation of the Branch or the Association are notified promptly to the Secretary General or their nominee.
- 4.9. Trustees should identify those members of the Branch who do outstanding work for the Branch and who may be deserving of formal recognition for their efforts and nominate them accordingly for either an Area or National Presidential Certificate or a State award.
- 4.10. Trustees should liaise with local RAF stations/units, University Air Squadrons (UAS), military charities, Air Cadet Sqns and adjacent Branches.
- 4.11. Trustees shall ensure that Branch members are kept informed regarding Branch activities, and that beneficiary welfare need are met as far as is reasonable.
- 4.12. Trustees shall lead Branch membership recruitment and fundraising activities.

## **5. BRANCH PRESIDENT**

### **5.1. The role of a Branch President**

- 5.1.1. The Branch President is an optional<sup>6</sup> appointment of the Branch to serve for as many three-year terms as decided by the Branch. The President must be a member of the Branch.
- 5.1.2. The Branch President shall hold office for three (3) years from the conclusion of the Branch AGM at which they were elected to the conclusion of the AGM in the year their term of office expires.
- 5.1.3. The Branch President need not be a Trustee.<sup>7</sup> It is for the Branch in general meeting to decide whether or not of Branch President should be a member of the Branch Committee and a Trustee. If the President is **not** a Trustee, they may attend and speak at meetings of the Trustees but may not propose, second or vote.

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<sup>6</sup> Not all Branches have a President.

<sup>7</sup> Some individuals are deterred from undertaking this role as they do not wish to be a Trustee. This provides for the Branch to decide whether the President should be an ex officio member of the Branch Committee (and therefore a Trustee) or not.

5.1.4. A Branch President should have the ability to 'open doors', establish useful contacts and bring influence to bear to promote the best interests of the Association within the local community.

**5.2. Key responsibilities of a Branch President are to:**

5.2.1. Give clear, constructive and comprehensive encouragement to the Trustees when required.

5.2.2. Assist the Trustees with hosting local dignitaries at Branch events.

5.2.3. Present Branch awards.

5.2.4. Devote the time necessary to attend conferences, meetings and events.

5.2.5. Represent the Association within the local community.

5.2.6. Preside at the opening of the Branch AGM and give the presidential address.

5.2.7. If required by the Trustees, discuss suitable successors for the role of Branch President with the Branch and, having arrived at a consensus, negotiate discreetly and confidentially with the person targeted, to establish a willingness to serve and accept the duties involved.

**6. BRANCH CHAIRMAN**

**6.1. The role of the Branch Chairman**

6.1.1. The Branch Chairman is the senior elected Trustee on the Branch Committee. The Branch Chairman is to show strong leadership, management and diplomatic skills in ensuring that a close bond and liaison is maintained between the Trustees, the Branch members and their Area. The Branch Chairman should implement policies issued by the Council and the BMC but be prepared to represent the views and concerns of the Branch.

6.1.2. The Branch Chairman must have extensive knowledge of all issues affecting the Branch and ensure that it complies with Association policies and procedures. The Branch Chairman must be conversant with the Governance Handbook and other relevant policies and procedures and must be prepared to advise the Trustees accordingly.

**6.2. Key responsibilities of a Branch Chairman are to:**

6.2.1. Chair and manage meetings effectively ensuring that they are planned accordingly to content and time, avoiding the imposition of personal ideas on the meeting but encouraging participation from members.

6.2.2. Direct all Branch activities and delegate duties to the Trustees and ensure that these duties are performed effectively and in accordance with Association policies and procedures.

6.2.3. Ensure that proper handovers take place between newly elected Branch Officers, Trustees and their predecessors. This includes ensuring that all minute books, correspondence, Association publications, Branch papers and keys are handed over.

6.2.4. Ensure the Treasurer has a correct audit / examination undertaken and that this is agreed by both the outgoing and incoming Treasurers and that both are satisfied with the security of cash and cheque books.

6.2.5. Ensure that the Wings Appeal, welfare and membership responsibilities of the Branch as identified below in paragraphs 26, 28 and 29 respectively, are met.

6.2.6. Set an example as an active member of the Association and to be available for advising both the Trustees and Branch members when necessary.

6.2.7. Ensure that sub-committees, individual Trustees and members for specialist functions are appointed where necessary.



- 6.2.8. Ensure that all Trustees, Committee members and others filling Branch appointments are aware of their duties and responsibilities and encourage them to undergo training.
- 6.2.9. Wherever possible ensure that all new Members receive an induction to the Branch and the Association.

## **7. BRANCH VICE-CHAIRMAN**

### **7.1. The role of the Vice-Chairman**

- 7.1.1. The role of a Branch Vice-Chairman is to support the Branch Chairman in managing the Branch. The Branch Vice-Chairman is expected to show strong leadership, management and diplomatic skills when deputising for the Branch Chairman.

### **7.2. Key responsibilities of a Branch Vice-Chairman**

- 7.2.1. Deputise for the Branch Chairman in his/her absence.
- 7.2.2. Deal with any specific tasks given to them by the Chairman, such as the organisation of a Branch event or chairing of a sub-committee.

## **8. BRANCH TREASURER**

### **8.1. The role of a Branch Treasurer**

- 8.1.1. The role of a Branch Treasurer is to administer the financial management of the Branch, ensuring that the Chairman and Trustees are always aware of the financial state of the Branch.
- 8.1.2. The Branch Treasurer must be conversant with the relevant provisions pertaining to all financial matters as prescribed both by local law and as set out in the Governance Handbook, the Finance Handbook and other relevant policies and procedures. The Branch Treasurer must be prepared to advise the Trustees accordingly. The Branch Treasurer must always bring to the attention of the Chairman and Committee the financial implications of any decision that they are considering.
- 8.1.3. The Branch Treasurer must present the accounts in a clear and intelligible way at the AGM, bearing in mind that many members may not be familiar with accounting procedures and should answer any questions openly.
- 8.1.4. The Branch Treasurer should be computer literate to enable him/her to maintain and keep back-ups of Branch accounts in an electronic format.

### **8.2. Key responsibilities of a Branch Treasurer are to:**

- 8.2.1. Attend the Association's 'Branch Treasurers' course at the earliest opportunity<sup>8</sup>.
- 8.2.2. Attend refresher training in accordance with Association policy.
- 8.2.3. Be responsible to the Trustees for all the financial affairs of the Branch, including the annual accounts and the Branch bank account.
- 8.2.4. Attend Trustee meetings and produce a report for the Trustees at least quarterly to advise the Trustees and, when necessary, the Branch members on the financial affairs of the Branch.
- 8.2.5. Control all monetary transactions, ensuring that they meet with the requirements of the Governance Handbook, the guidelines contained within the Finance Handbook and any guidance provided by the local regulators and record these in the Branch receipt and payment ledger, retaining all receipts and supporting documents on behalf of the Trustees.

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<sup>8</sup> Details will be published in due course

- 8.2.6. Ensure that the Branch accounts are subject to annual independent examination (or an audit where the Branch meets the higher financial threshold) and to submit the Branch accounts to the Secretary General or their nominee.
- 8.2.7. Ensure that all cheques for payment are made out correctly and that they bear the registered Charity number (where applicable) and the Branch title. Cheques should only be made out where there is appropriate supporting paperwork. Also, to ensure that all cheques are signed by at least two (2) of the authorised signatories<sup>9</sup>, normally one of whom shall be the Treasurer, and that they are clearly endorsed 'A/C Payee only'. No signatory is to sign a blank cheque. Authorised signatories must not be family members or cohabitees.
- 8.2.8. Ensure that the Trustees authorise annually the limit the Treasurer may expend on a single item without reference to the Trustees, and that this authority is minuted.
- 8.2.9. Ensure that all expenditure, other than petty cash, is authorised by two signatories and that the details of all expenditure are reported to the Trustees at their regular meetings for their approval. All such reports are to be minuted. Also, to ensure that if a petty cash system is in use that it is authorised by the Trustees and that it operates as an imprest system. The petty cash book is to be checked monthly by the Treasurer and at least one other Branch Officer and must be countersigned by these individuals as being correct. The petty cash limit should not exceed £50.

## **9. BRANCH SECRETARY**

### **9.1. The role of a Branch Secretary**

- 9.1.1. The Branch Secretary has a very important position in that they are responsible to the Branch Chairman and Committee for the efficient management of the Branch administration.
- 9.1.2. The Branch Secretary's role as part of this remit is to organise Trustee and general Branch meetings on a regular basis, to organise AGMs and SGMs and to liaise with the Area, BMC / HQ regularly to update information such as replacement officers, handle all vital documents pertaining to the Branch and control all aspects of the governance of the Branch.
- 9.1.3. The Branch Secretary should be computer literate to enable them to maintain and to keep back-ups of Branch records in an electronic format.

### **9.2. Key responsibilities of a Branch Secretary are to:**

- 9.2.1. Act as point of contact for receipt of correspondence issued by the Council, Area Council or by HQ and to ensure that all correspondence received is communicated to the Trustees for appropriate action.
- 9.2.2. Liaise with the Branch Chairman in the preparation of the agendas for all Branch meetings, including Trustee, Branch and General meetings, ensuring that all the Trustees are provided with the relevant details.
- 9.2.3. Attend and record minutes of all Branch meetings, including Trustee, Branch and General meetings; ensure that such Minutes are made available to all members and safeguard all papers and documents of the Branch, especially legal documents such as insurance policies.
- 9.2.4. Oversee the preparations for the Branch Annual General Meeting and particularly in relation to Trustee elections.
- 9.2.5. Be the first point of contact for any insurance and data protection queries.
- 9.2.6. Be able to access all published handbooks, publications and guides for reference documents electronically.

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<sup>9</sup> Charity Commission guidance on financial best practice – CC25

- 9.2.7. Forward without delay any information required by or on behalf of the Council, or Area Council or HQ.
- 9.2.8. Ensure all returns, including to the Association and regulators, are fully completed, signed and dated and submitted within the determined timescale.

## **10. TRUSTEES (BRANCH COMMITTEE)**

### **10.1. The role of a Trustee**

- 10.1.1. The governance and management of the Branch is entrusted to the Trustees who are to exercise a controlling oversight and act upon the affairs of the Branch in accordance with Charity Law and other relevant legislation and regulation, the Royal Charter and Governance Handbook and the Association's policies and Standard Operating Procedures (SOP).
- 10.1.2. The Trustees are responsible for delivering the vision of the Association which is " ... to ensure their [those that are serving in 'Our Air Forces' or who have served and their dependents] sacrifice does not result in suffering, poverty or loneliness..."
- 10.1.3. Paraphrased from the Objects<sup>5F10</sup> of the Association, Trustees are "... to promote, through the comradeship engendered by its members, the welfare by charitable means of the RAF family."
- 10.1.4. Trustees are jointly, and individually, legally responsible for the good governance of the Branch: ensuring that the Branch is legally compliant and solvent, and are responsible for all acts and omissions of the Branch. This includes responsibility for ensuring that data protection, health and safety, safeguarding, fundraising and other laws are adhered to. Trustees are individually liable for any liability that exceeds the value of the Branch's assets and is not covered by any form of insurance.
- 10.1.5. A Trustee is to be ever vigilant that they always serve the interests of the Association.

### **10.2. Key responsibilities of a Trustee**

- 10.2.1. Ensure that the Branch fulfils the Association's charitable purposes and objects and does not breach any of the requirements or rules set out in the Governance Handbook.
- 10.2.2. Ensure that funds are spent or earmarked for the purposes for which they were raised and avoid undertaking activities that might place the Branch's funds, assets, volunteers and reputation at undue risk.
- 10.2.3. Ensure that the Branch complies with charity (and other) law and with the requirements of the regulator(s) (in the territories within which they operate), that the Branch prepares reports on what it has achieved, accounts and Annual Returns as required by law and the Governance Handbook.
- 10.2.4. Be fully conversant with and adhere to the contents of the Governance Handbook as well as Association policies and procedures.
- 10.2.5. Attend any training required, as directed by the Branch Chairman, or in accordance with Association policies to ensure they remain conversant with changes in legislation, regulation and Association policies.
- 10.2.6. Attend Branch meetings and participate in decision making, managing the Branch's resources responsibly and acting with care and diligence.
- 10.2.7. Act with integrity and avoid any personal conflict of interest or misuse of Association funds or assets and not receive any payments out of the Association's funds other than reasonable and necessary out-of-pocket expenses, such as the cost of travel to attend meetings.

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<sup>10</sup> Royal Charter Article 2

- 10.2.8. Assist with the Wings Appeal and other fundraising activities within the Branch.
- 10.2.9. Respond in a timely manner with requests from Council or the Area Council, as well as being a key liaison between members of the Branch and the Area Council representatives.
- 10.2.10. Assist in appointing any necessary sub-committees or in making individual appointments for any special duty or position.
- 10.3. All Trustees and sub-committee members are to accept and sign the following agreement “I acknowledge my responsibility as Branch Officer/Trustee and agree to follow in every respect the duties and responsibilities as contained in the Royal Charter, the Governance Handbook and the Finance Handbook and as required by the Council and the relevant charities law. I also agree to my contact details being published (hard copy and digitally) subject to data protection laws. I will be vigilant in serving the interests of the Royal Air Forces Association at all times.”<sup>11</sup>

## 11. TRUSTEE ELECTIONS

- 11.1. A blank nomination sheet<sup>12</sup> is to be circulated to Branch members or, if available, placed on the Branch notice board or published on the Branch web site, not less than twenty-one (21) days prior to the AGM.
- 11.2. The nomination sheet must list each Branch Office, and its tenure (one (1), two (2) or three (3) years as agreed by the Branch in General Meeting). The nomination sheet must also identify the position(s) the candidate is being nominated for and require the following information: name of nominee/ candidate, proposer and seconder. Nominees, proposers and seconders must all be members of the Branch and must sign the form to indicate their consent to being nominated, their proposal and seconding as appropriate.
- 11.3. No individual canvassing is permitted. Candidates may submit a CV no longer than one page of A4, with a passport-size photo attached.
  - 11.3.1. Candidates may wish to consider what will help the decision of voters: for example, Association / RAF-specific experience, relevant professional experience and a personal statement.
  - 11.3.2. Candidates should note that CVs may be edited before they are distributed to members. Candidates may be asked to make alterations (which they can accept or decline).
- 11.4. The Branch President, or other nominated member who is not standing for election, will take the chair during the election of the Branch Chairman.
- 11.5. If present, those standing for committee positions may be asked to identify themselves. Voting is to be by a ballot of the Members of the Branch present unless the position is unopposed in which case the person is elected automatically. **Only those Branch members present at the meeting are eligible to vote.** However, a member who has not paid their membership subscription in the current year shall not be entitled to vote at any General Meeting of the Branch in that year if their subscription is in arrears by more than one month unless payment of their subscription has been suspended, postponed or waived under Byelaw 7 (6). In the event of a tied vote for an election to Office, the members are to be invited to vote again by secret ballot, and if this procedure still produces a tie, the matter is to be decided by lot.
- 11.6. No individual shall be elected or appointed to more than one (1) Officer position (Chairman, Secretary and Treasurer) on the Branch Committee<sup>13</sup>, but this shall not exclude a Trustee

<sup>11</sup> This is a reduced version of the forms signed by Council and all members of its sub-committees

<sup>12</sup> A template will be developed

<sup>13</sup> This avoids conflicts of interest.

from undertaking one (1) additional specialist function (e.g. Standard Bearer, Branch Welfare Officer etc.) on behalf of the Trustees.

- 11.7. To avoid conflicts of interests and / or conflicts of loyalty<sup>14</sup>, Branch Officer roles (Chairman, Treasurer, Secretary and Vice-Chairman if appointed) must not be held by close family members (i.e. spouses, partners, parents / children, or siblings as well as spouses and partners of siblings: “conflicted Trustees”) **SAVE THAT** conflicted Trustees may continue to act provided that **EITHER**:
- 11.7.1. the total number of Trustees is not less than five (5); and
- 11.7.2. only one of the conflicted Trustees is a signatory for the Branch bank accounts together with other duly appointed and authorised Trustees, **OR**
- 11.7.3. in the event of there being less than five (5) Trustees the Branch Secretary may apply in writing from year-to-year on behalf of the conflicted Trustees to the Council for consent to serve jointly on the Committee (subject to sub paragraph 11.7.1 and 11.7.2).
- 11.7.4. Paragraph 35 of these Branch Regulations shall not apply to this clause.
- 11.8. In the event of a vacancy arising amongst the Branch Officers, the same shall be filled for the remaining period of the Branch’s electoral year until the end of the original term, by co-option of an existing Trustee, which will be subject to confirmation by election at the next Branch Annual General Meeting.
- 11.9. In the event of a vacancy on the Branch Committee which reduces the number of Trustees below the minimum of three (3), the vacancy shall be filled for the remaining period of the Branch’s electoral year until the end of the original term, by co-option of a Branch Member to the Branch Committee. Providing that the maximum number of Branch Committee members is not exceeded, the Branch Committee may co-opt up to two Branch Members to the Branch Committee. **Co-opted Trustees must meet the eligibility criteria set out in Byelaw 9 (The Council – Qualification and Removal) and may propose, second and vote.** Co-opted Trustees shall serve only until the next Annual General Meeting where they shall be eligible to stand for election to the Branch Committee.

## **12. RETIREMENT, RESIGNATION OR DISMISSAL OF TRUSTEES**

- 12.1. The Association recognises that there are certain circumstances when the relationship between the Branch Committee and a Trustee must come to an end. The following circumstances will make the role of a Trustee untenable:
- 12.1.1. The Trustee’s written notice of resignation.
- 12.1.2. The Trustee ceasing to meet the other eligibility criteria set out in Byelaw 9.
- 12.1.3. The Trustee becoming incapable for medical reasons of fulfilling the duties of a Trustee.
- 12.1.4. The Trustee being directly or indirectly interested in any contract linked to the Branch’s activities and failing to declare that interest.
- 12.1.5. The Trustee failing to attend meetings regularly. Trustees are expected to attend meetings and any Trustee who is absent for two meetings in a twelve-month period, shall have their position on the Branch Committee reviewed by the Branch Chairman.
- 12.1.6. Any Trustee who is absent for three (3) consecutive Committee meetings in a twelve (12) month period shall be deemed to have vacated their seat unless a good and sufficient reason has been given and is duly recorded in the minutes as acceptable to the Trustees.

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<sup>14</sup> The Essential Trustee CC3

- 12.1.7. The Trustee failing to fulfil their duties and responsibilities or not meeting the requirements of the role profile.
- 12.2. The Branch Chairman reserves the right to ask a Trustee to relinquish the Trustee's office if there is an evident conflict with the Association's mission, values and objectives, or where there is failure to accept a majority decision of the Trustees.
- 12.3. The Branch Chairman shall update the Charity Commission (or other regulator as required) of any change in Trustees and shall notify Secretary General or their nominee, of all changes.
- 12.4. In the case of the Chairman being subject to one or more of the above reasons for Dismissal etc. then the President or the Branch Vice-Chairman may preside.
- 12.5. In the event that the Branch Committee seeks to resign en-masse or a Trustee resignation will reduce the number of Trustees below three (3), the notice of resignation shall not take effect until the vacancies are filled in accordance with clause 11.9<sup>15</sup>. If no members, who meet the eligibility criteria set out in Byelaw 9, are willing to be appointed a Special General Meeting must be called to consider Branch closure. In such circumstances the existing Trustees remain responsible for the orderly closure of the Branch.

### **13. OTHER BRANCH APPOINTMENTS**

- 13.1. Branch members can be appointed to carry out Branch roles, including Branch Life and Branch Vice-Presidents, as required by the Trustees. The Trustees, at their first meeting<sup>16</sup> following the AGM, will make further specialist appointments. These appointees are appointed by function (Standard Bearer, Branch Welfare Officer etc.) and have no voting rights on the Branch Committee, unless they were also elected as a Trustee at the AGM.<sup>17</sup>
  - 13.1.1. **NOTE:** Branch members appointed to Branch roles who are given the right to attend Trustee meetings with full voting or deliberative powers are Trustees of the Branch<sup>18</sup>.
- 13.2. Close family members (i.e. spouses, partners, children, parents and siblings as well as spouses and partners of siblings) must not hold positions in which they approve each other's expenses or oversee and check on the work of another, unless allowed under 11.7.
- 13.3. Close family members should not sign each other's nominations for Association or state Awards.

## **III MEETINGS**

### **14. BRANCH ANNUAL GENERAL MEETING - GENERAL PROVISIONS**

- 14.1. A Branch is to hold an Annual General Meeting (AGM) once a year and within three months of the close of the Financial Year, i.e. between 1 January and 31 March each year. Where an AGM cannot be held face to face these may be held virtually. In accordance with Rule 16. (6) & (7).

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<sup>15</sup> Mass resignation by the Trustees is classed as a 'Serious Incident' and the resigning Trustees are required to report this both to their local charity regulator and the Secretary General or their nominee. The Association is required to make a parallel report to the regulator.

<sup>16</sup> Additional appointments or to replace individuals may be conducted at any subsequent meeting of the Trustees.

<sup>17</sup> In responding to the many Branches who have reported that they have members willing to undertake other roles in the Branch, however, they are unwilling to do so as they do not wish to take on the responsibilities of being a Trustee.

<sup>18</sup> Confirming that not all Branch roles require the incumbent to become a Trustee and the criteria by which a member given a Branch role would be considered a Trustee

14.2. A notice convening the AGM<sup>19</sup> must be circulated to all members of the Branch, the Secretary General or their nominee at least twenty-one (21) days before the date of the AGM and placed on the Branch notice board (where possible) or on the Branch web site. This information must be circulated as widely as possible and where members have email addresses it should be sent by email. Included with the convening notice should be:

- A reply slip to confirm attendance or otherwise.
- Information on how to add items to the agenda for discussion at the AGM.
- A nomination sheet for Trustees.

14.3. The purpose of the Branch AGM is to:

- Review the previous year's activities and to adopt objectives for the following year.
- Adopt the Trustees' annual report and accounts and receive the independent examination report.
- Elect Officers and Committee Members (all Trustees).
- Where the Branch has a President, decide whether the President shall be a Trustee and elect the President on three yearly basis.
- Consider resolutions for submission to the Area Conference or to the Annual Conference Committee.
- Appoint delegate(s) to Area and Annual Conferences.

The conduct of elections shall be in accordance with Byelaw 11 (Conference and Elections – Voting).

#### **14.4. AGM Preparation**

14.4.1. The Agenda<sup>20</sup> is to be discussed before the AGM by the Branch Chairman and Secretary. Any items raised by the members should be included if deemed appropriate.

14.4.2. The Agenda and request for nominations for Office and/or Committee are to be circulated to all Branch members, the Secretary General or their nominee, at least twenty-one (21) days before the AGM.

14.4.3. Nominations for Officers and Trustees are to be returned no later than seven (7) days before the AGM and shall be checked by the Secretary for eligibility for office or position. The Branch Secretary will create a master nominations list and circulate to Branch members or, if available, place it on the notice board or Branch website along with the AGM Agenda.

14.4.4. If more than one person is nominated for an office or position a ballot is to be held at the AGM.

14.4.5. If the office of Branch Chairman is due for election, the President<sup>21</sup> should take the chair during the election.

14.4.6. The President's address is to contain Association matters external to the Branch.

14.4.7. The Chairman should prepare his/her report and review of the Branch plan<sup>22</sup>. A Branch plan should include:

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<sup>19</sup> A template will be developed

<sup>20</sup> A template will be developed

<sup>21</sup> Where a Branch does not have a President, another person in attendance at the meeting who is not standing for the role of Chair may be nominated by those present to chair this part of the meeting.

<sup>22</sup> Successful Branches generally have a written down plan of what the Branch is intending to do during the year ahead– this is 'best practice' and it is hoped will help Branches to thrive.

- Membership – plan for developing active members through recruitment and retention and taking part in community activities.
- Welfare work – plan for providing Branch Support e.g. through hospital and home visiting and the network of hospital and home visiting volunteers for befriending visits.
- Fundraising - plan to maintain and if possible, increase Wings Appeal and Branch fundraising activities<sup>23</sup>.
- Functions and events – plan to provide functions and events for members and the wider local community to raise awareness and promote the work of the Branch and the Association.
- Training – plan for Branch Officers and Trustees to undertake training and attend courses / workshops provided by the Association.
- Ceremonial – plan for Remembrance e.g. Battle of Britain, Armistice etc.

14.4.8. The reports given at the AGM should be used as the basis for the Branch Annual Report; a template for the Annual Report is available from the Secretary General or their nominee<sup>F24</sup>.

## **15. BRANCH COMMITTEE MEETING**

### **15.1. First Meeting after the AGM**

15.1.1. **The first meeting of the newly elected Trustees<sup>25</sup> should take place as soon as possible after the AGM.**

15.1.2. The Branch Secretary will complete the Form 1056 (Branch Information) and submit it to the Secretary General or their nominee as soon as possible after the first meeting of the Trustees. The deadline for the receipt of this document by the Secretary General or their nominee is 31 March.

### **15.2. Trustee Meetings**

15.2.1. **Trustees Meetings must be held at least quarterly.** The Trustees meeting must be quorate, if it is not all decisions will be null and void.

15.2.2. Trustees are to promote actively the objects of the Association within its allocated geographical area or branch member constituency in the case of Virtual Branches. Trustees Meetings are the management tool by which the Committee plans and implements its responsibilities.

15.2.3. **All Committee members (including those appointed under para 13), both elected and appointed, are entitled to attend Trustees' Meetings.**

15.2.4. All Committee Meetings will be chaired by the Branch Chairman unless they are prevented from attending in which case the Vice-Chairman or any other person present will chair the meeting.

15.2.5. Trustees may participate in meetings in accordance with Rule 16 (5) – (7).

15.2.6. The Agenda is to be short, carefully planned and specific to the Branch's work and should be agreed by the Chairman and the Secretary. **Papers, letters and reports should be circulated with the agenda. This permits short discussion prior to voting.**

15.2.7. An Agenda may include:

<sup>23</sup> Fact Sheets 4a and 4b, available on the Members' Portal, provide additional detail on Branch fundraising activities.

<sup>24</sup> Provides clarity that there is no requirement to duplicate existing work by the Trustees when producing the Branch's Annual Report.

<sup>25</sup> The Trustees are elected as individuals who, collectively form the 'Branch Committee'



- The Dedication.
- Chairman's opening remarks (theme of meeting).
- Apologies for absence.
- Conflicts of interest.
- Minutes of previous Committee Meeting.
- Matters arising.
- Update by Chairman.
- Financial Report
- Reports by Officers and specialist appointments.
- Branch Programme – work achieved – future targets – programme of activities etc.
- Date of next Committee Meeting.

15.2.8. Minutes of the previous meeting are to be circulated before the Meeting.

15.2.9. Correspondence should, generally, not be read out to the Committee. A float file containing recent correspondence should be available for Committee Members to read before the meeting.

15.2.10. When welfare cases are discussed the anonymity of the beneficiary must always be respected.

15.2.11. Reports from Officers and specialist appointments should be circulated with the Agenda at least three (3) days prior to the meeting.

## **16. GENERAL BRANCH MEETINGS**

16.1. General Branch Meetings must be held at regular intervals, preferably at least quarterly<sup>26</sup>.

16.2. Members may attend a General Branch Meeting in accordance with Rule 8.

16.3. General Branch Meetings are a means for letting the Branch members know what is happening in the Association, BMC, Area and Branch. The Branch Chairman is to report against the objectives outlined at the AGM.

16.4. A General Branch Meeting is an opportunity to seek volunteers to help with Branch activities.

16.5. The Agenda should be short, carefully planned and specific to the Branch's work and should be agreed by the Chairman and the Secretary. Papers, letters and reports should be circulated with the agenda and/or made available for members to read before the commencement of the meeting. This permits short discussion prior to voting. A social activity may follow. An Agenda may include

- The Dedication.
- Chairman's opening remarks (theme of Meeting).
- Apologies for absence.
- Introduction of new members.
- Minutes of previous General Meeting.

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<sup>26</sup> These are 'membership meetings' not the meetings of the Trustees i.e. the Branch Committee. The suggested agenda gives an indication of what the meeting might contain, it is not intended that this is prescriptive, and the Trustees should plan meetings which engage and inform members

- Matters arising.
- Update by Chairman.
- Reports by Officers.
- Branch Programme.
- Points for the next meeting.
- Date of next General Meeting.

## 17. SPECIAL GENERAL MEETING (SGM)

- 17.1. If a Branch has a single matter to discuss / debate an SGM may be called at any time by the Trustees or by written request of not less one-tenth of the members of the Branch.
- 17.2. The Branch may, at an SGM convened for that purpose, by resolution of the Trustees or at the request of a minimum of two-thirds of the Members of the Branch, remove from office or position any Trustee, and may elect another Member to take the place of a person so removed, or of a person who has resigned or of a person who has ceased to be a Member of the Committee.
- 17.3. Seven (7) days' notice of an SGM is to be given to all Branch members.

## IV FINANCE

### 18. FINANCIAL RESPONSIBILITY

- 18.1. **The Trustees are collectively responsible for all Branch funds.** The Trustees are responsible for ensuring that there are adequate controls and accounting records, and that expenditure complies with the policies and procedures of the Association and with relevant charity law. The Branch Treasurer controls the fund under the Trustees' direction and must report the Branch's financial state to the Trustees at least once a quarter.
- 18.2. The Trustees are to approve the Treasurer's paying limit. The limit is to be established each year and recorded in the Trustees' minutes. Only the Trustees can authorise proposed expenditure above this limit and such authority must be minuted.

### 19. POLICY ON THE USE OF CHARITABLE FUNDS

- 19.1. **All funds held by Association Branches are charitable.**<sup>27</sup>
- 19.2. Any funds held with restricted terms specified by the donor must be used only within the terms of the restriction.
- 19.3. Any funds donated to or raised by a Branch for Welfare may be used only for Welfare purposes as specified in the Objects in the Royal Charter.
- 19.4. A Branch may not use its funds to subsidise the running expenses or capital expenditure of another Branch.
- 19.5. Branches are not permitted to give grants or to make donations to other Charities except as permitted by the Royal Charter<sup>28</sup>.
- 19.6. Organised events specifically in connection with the Wings Appeal (such as Wings Appeal Ball), fundraising for the Branch or a Branch function (such as an Anniversary Dinner or a ceremonial occasion) should be treated as part of the normal business of the Branch and should be discussed and agreed at a Trustees' meeting prior to any financial commitment

<sup>27</sup> The issue of Branch funds being charitable has been raised during the consultation feedback. Membership subscriptions are recognised as donations by HMRC enabling gift aid to be reclaimed. The Charity Commission has confirmed that all Branch funds are charitable.

<sup>28</sup> Royal Charter Article 3 (c)

being made. They should not be run at a loss, as to do so would incur expenditure that does not qualify as charitable, and any surpluses should be donated either to the Wings Appeal or used for Branch activities if not raised specifically for the Wings Appeal. All the receipts and payments in respect of those events should be accounted for in the Branch accounts.

- 19.7. Branches are permitted to use Branch funds to undertake Remembrance events<sup>29</sup>. Branches must attempt to secure services at little or no cost. Expenditure must be reasonable and proportionate. **Local Authorities must be encouraged to meet the costs of any Civil Act of Remembrance, even if the Association organises an event on their behalf.**
- 19.8. Branch funds may not be used to create, clean, repair or update Memorials unless the Memorial is owned by the Branch and responsibility has not been passed to another party. The upkeep of memorials is not part of the Association's charitable purpose.
- 19.9. Branches may spend funds on administrative / organisational purposes (like paying insurance, travel expenses, meeting room rental, etc.); recruiting members, but the money spent must be reasonable<sup>30</sup>.
- 19.10. Branches may spend fund reimbursing legitimate and reasonable expenses of trustees. Local regulatory advice must be followed in the payment of expenses.<sup>31</sup>
- 19.11. Branches are not permitted to subsidise Association clubs or any other social purpose from charitable funds whether by way of carrying charges which should properly fall to the club or social purpose, by making loans or by making reductions or deferrals of rent due to the Branch from the club<sup>32</sup>. To do so would be to misemploy charitable funds and might, after due process, result in the Trustees, personally, being required to reimburse the Branch.
- 19.12. **Trustees who misuse or misappropriate Branch funds could, after due process, be held personally liable to refund those funds to the Branch.**<sup>33</sup>

## **20. BANKING<sup>34</sup>**

- 20.1. The Branch must maintain its own bank accounts which bear the name of the Branch. On-line banking may be used by the Branch in accordance with these TORs and the Finance Handbook.
- 20.2. All Branch accounts must be held in the name of The Royal Air Forces Association [Branch Name]. Personal accounts or accounts in the name of Trustees must NOT be used, even for temporary cash balances.
- 20.3. Every cheque in the chequebook is to be endorsed with the Branch's name and the Charity's registered number (if any) (Registered Charity No. xxxxxx).

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<sup>29</sup> Royal Charter Article 3 (d) e.g. Battle of Britain Day, VE Day, VJ Day, Armistice etc.

<sup>30</sup> Royal Charter Article 3 (r)

<sup>31</sup> A Branch Expenses Policy template will be produced based on the Charity Commission's guidance.

<sup>32</sup> Deferment of rent is only allowable under exceptional circumstance – guidance should be sought from HQ prior to offering any deferment of rent.

<sup>33</sup> Guidance on making spending decisions and what branch funds can be used for is set out in Fact Sheet 4a and 4b

<sup>34</sup> Sections 20 – 24 relate to the guidance in CC8, CC15, CC15c, CC15d, CC16, CC17, CC32, The Charities (Accounts and Reports) Regulations 2008. 2009 Order: The Charities Acts 1992 and 1993 (Substitution of Sums) Order 2009 (SI 2009 No. 508). 2014 Regulation: The Charities (Exception from Registration) (Amendment) Regulations 2014 (SI 2014 No. 242). 2015 Order: The Charities Act 2011 (Accounts and Audit) Order 2015 (SI 2015 No.321). 2015 Group Regulations: The Charities Act 2011 (Group Accounts) Regulations 2015 (SI 2015 No.322). 2016 Order: The Charities (Protection and Social Investment) Act 2016 (Commencement No. 1 and Transitional Provision) Regulations 2016 and SORP FRS102.

- 20.4. Branches holding a combined amount (branch, welfare, deposit accounts etc.) in-excess of £5,000 must have a reserves policy in place to state why the Branch holds such amounts and what they will be used for.
- 20.5. Branches holding a combined amount (branch, welfare, deposit accounts etc.) in excess of £10,000 in local bank accounts should consider transferring the excess to the Branch Deposit Fund where the funds will be 'ring-fenced' (restricted) for the Branch.
- 20.6. Branches holding any form of investments must comply with all aspects of the Trustee Act 2000 and / or the Charities & Trustees Investment (Scotland) Act 2005 and the Financial Services and Markets Act 2000 (as they may be amended, extended or re-enacted from time to time) or equivalent local legislation for branches outside the UK.
- 20.7. The Branch Treasurer is to maintain an account ledger, either in electronic or hardcopy format. When keeping records in electronic format, regular printouts and back-ups are to be made and stored remotely and securely.
- 20.8. The Treasurer is to record all income and expenditure in each activity fund within the account (e.g. 'General', 'Welfare', 'Fundraising'). All Branch funds, whatever their purpose, are classed as charitable funds.
- 20.9. The Treasurer, under the Trustees' direction, will safeguard the Branch account chequebook, paying-in book and bank statements.

## **21. ACCOUNTING**

- 21.1. Every financial transaction, income, expenditure and transfer between accounts must be recorded in the Branch's financial records.
- 21.2. Cash and cheques are to be banked at the earliest opportunity.
- 21.3. All items of expenditure must be supported by invoices or receipts. On rare occasions, when an item of expenditure is incurred for which no invoice or receipt is available, the person incurring the expenditure should create and sign a voucher, detailing what the expenditure relates to and the amount involved. The voucher must be countersigned by an independent Officer of the Branch.
- 21.4. The Branch Treasurer is to reconcile the bank statements with the entries in the ledger and with the chequebook stubs and paying-in book. On each occasion when the accounts are presented to the Trustees it must be recorded in the Branch minutes whether the statements and the ledger had been reviewed and reconciled.
- 21.5. Vouchers, invoices and receipts must be kept for a period of seven (7) years.
- 21.6. Where Branches operate a Petty Cash account, the account must be held by the Branch Treasurer. All petty cash payments and reimbursements must be recorded in the account ledger
- 21.7. In case of cheques being drawn for cash all the supporting receipts must be provided. If the amount on the receipts is less than the amount on the advance cheque, the balance must be returned and recorded in the ledger.

## **22. ANNUAL REPORT AND ACCOUNTS**

- 22.1. The Branch's Financial Year ends on 31 December annually. Each Branch must prepare an annual Trustees report and accounts<sup>35</sup>. It is the responsibility of the Trustees to ensure that the report and accounts are a true and accurate reflection of the Branch's activities for the previous year. The report and accounts are to be signed by the Branch Chairman (or other

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<sup>35</sup> A template will be provided.

nominated Officer of the Branch in the absence of the Branch Chairman), following approval by the Branch Committee.

- 22.2. The completed accounts, financial records and any supporting documents are to be examined by an independent examiner who must provide an independent examination report prior to the Branch accounts being presented to the AGM<sup>36</sup>. The Treasurer should attend the AGM (or present good reason to the Committee / Meeting if their attendance is not possible) to answer questions.
- 22.3. Approval of the Branch accounts must be recorded in the minutes of the AGM.
- 22.4. If requested by the Council or BMC<sup>37</sup>, the Branch accounts must be audited by a qualified auditor, or an Association Internal Auditor. Any expenses incurred by the Council due to such audit taking place will be paid for by the Branch fund in question.
- 22.5. A copy of the Trustees' report, accounts and independent examination report must be submitted to the Association's HQ within three (3) months after the close of the Financial Year. The report and accounts do not have to be approved by the Branch AGM prior to being sent to the Secretary General or their nominee.
- 22.6. The annual report, accounts and the report of the independent examiner must be provided to any member of the Branch upon request.
- 22.7. After the first full year of a new Branch, Branch accounts must be completed. However, if the Branch wishes to attend Annual Conference, the Branch must submit accounts irrespective of whether they have been formed for less than a year.

## **23. INTERNAL FINANCIAL CONTROLS - PROTECTION AGAINST FRAUD**

- 23.1. It is each Trustee's responsibility to ensure that proper precautions to avoid fraud are implemented. These include but are not limited to:
  - 23.1.1. The bank account is to be kept in the name of the Association Branch.
  - 23.1.2. The account is to have a mandate of up to four (4) signatories, two (2) of whom must sign every cheque and / or authorise every payment.
    - 23.1.3. **The signatories must be Trustees.**
  - 23.1.4. Signatories are not to sign blank, undated or partly completed cheques.
  - 23.1.5. In case of cheques being drawn for cash all the supporting receipts must be provided. If the amount on the receipts is less than the amount on the advance cheque, the balance must be returned and recorded in the ledger.
  - 23.1.6. The chequebook and paying-in book are to be kept under lock and key.
  - 23.1.7. Bank statements are to be checked as soon as possible upon receipt. Any unexplained entry is to be investigated immediately.
  - 23.1.8. Money collected for specific purposes is to be properly accounted for and any surplus brought to the main account.
  - 23.1.9. **Expenses payments are to be approved by the Trustees.** Expenses will only be paid if they comply with the principles of the Finance Handbook which is the policy on expense claims issued by the Finance Department. Expense claims containing mileage rates should be checked by the Branch Treasurer. Mileage should be paid in accordance with current HMRC practice.

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<sup>36</sup> Examiners must follow CC32

<sup>37</sup> Normally where there are concerns over non-compliance with the Governance Handbook, or Charity Law or financial matters etc.

23.1.10. Invoices or receipts must be obtained for all expenditure incurred.

## **24. APPOINTMENT OF TRUSTEES TO HOLD LAND OR PREMISES**

- 24.1. Where the Branch acquires or holds land or premises the Committee shall appoint The Royal Air Forces Association (corporate body) as sole trustee to hold such land or premises for and on behalf of the Branch. (Branches are unincorporated associations, with no legal personality and as such are prevented from owning land or premises in their name.)
- 24.2. The Royal Air Forces (corporate body), acting as sole trustee for and on behalf of the Branch, is bound to act in accordance with the instructions of the Branch Committee provided such instructions are lawful. (Where a Branch closes such land or premises reverts to the Royal Air Forces Association.)
- 24.3. Where, prior to 15 May 2017, not less than two nor more than four Ordinary or Life Members of the Branch have been appointed as trustees to hold Branch land or premises for and on behalf of the Branch ("Property Holding Trustees") Property Holding Trustees must meet the requirements of Byelaw 9. After the date of commencement of these Branch Regulations any transfer of the legal title by one or more Property Holding Trustees shall only be made to The Royal Air Forces Association (corporate body) who will hold the land or **premises as** sole trustee for the Branch.

## **25. GENERAL**

- 25.1. There is a common misconception that an Association Branch and Club are one and the same entity. This is not the case. The Branch, as a Branch of the Charity, has no part to play in the supply of alcohol.
- 25.2. An active Branch is often a successful Branch. Members who enjoy their meetings will support the Association and will make a greater and more willing contribution to the Charity's work.
- 25.3. A Branch without its own premises needs a regular meeting place. The location should be convenient to most of the members, accessible by public transport if possible and with car parking facilities. Costs will be a consideration in choosing a location.
- 25.4. Branches should meet at least quarterly. Branch General Meetings may be combined with a social activity. Events of a political nature must not be held and speakers from other charities who may see the occasion as a fundraising opportunity should not be invited.
- 25.5. It is important that guests of the Branch are properly looked after, particularly if they are from another organisation. Members should be asked beforehand to take care of guests, though, the Chairman will usually act as host, assisted by other Branch Officers. The Branch should brief a guest as to exactly what is required of them at the activity, what the procedure will be and whether they will be asked to speak.
- 25.6. Some branches may wish or indeed need to 'meet' virtually, and if so this can be a good way of engaging members who might otherwise not get to see fellow members.

## **26. WINGS APPEAL**

- 26.1. The Wings Appeal, which provides a large part the Association's benevolent income, depends on the involvement of Branches and volunteers. The Charter requires Branches to give active support to the organisation of the Wings Appeal. It is, however, a year-round activity and is not confined to Battle of Britain Week in September.
- 26.2. In addition to the September collections in their area, Branches should attempt to raise funds throughout the year.
- 26.3. Comprehensive instructions on the organisation of the Wings Appeal are contained in Wings Appeal Guide to Organisers. This document outlines Branch responsibilities for fundraising.

- 26.4. Where appropriate, each Branch is to organise the Wings Appeal within its area of responsibility. The HQ Community Fundraising Team offer guidance and assistance to Branches and holds regular fundraising workshops around the UK. Success is dependent upon adequate preparation started well in advance. At the first Trustee meeting following the AGM a Branch fundraising sub-committee may be created.
- 26.5. The fundraising sub-committee's work may involve:
- Checking that the Branch Wings Appeal boundaries reflect the Branch's capabilities, that the boundaries are agreed with neighbouring Branches.
  - Assessing the opportunities for static collection points which may be 'manned' or 'unmanned'.
  - Ensuring that security arrangements for money collected are adequate.
  - Ensuring the health and wellbeing of those members and volunteers undertaking fundraising activities are protected.
- 26.6. Raising funds for the Wings Appeal continues throughout the year.
- 26.7. Any event in which a Branch is involved, although it may not have a fundraising aim, may be utilised for fundraising e.g. talks, church services, parades etc.
- 26.8. It is important that, when running an event, the Branch is quite clear that it is not permitted to trade. All it may do is ask for donations. The distinction is important as charities are not allowed to trade without being subject to VAT regulations.

## **27. OTHER FORMS OF FUNDRAISING**

- 27.1. Branches should persuade their members, and anyone else who is likely to support the Association's work for the service and ex-service community, to donate money to the Association. The following should be considered:
- 27.1.1. Legacies. A person may make provision in their will to leave the Association a sum of money, a specific item or a percentage of their residuary estate. Information and guidance may be obtained from the Secretary General or their nominee.
- 27.1.2. Gift Aid. A person may donate regularly to the Association, usually on an annual basis. If that person is a standard rate (or higher) taxpayer, the sum given may be increased by the tax if the donation is made in the form of a gift.
- 27.1.3. Online Giving. When members or Branches set up online donation sites/pages to raise funds for the Association they must clearly specify where the income will go. Otherwise donors might assume that all the donations will be given to the Wings Appeal. However, if a Branch sets up an online giving page to fundraise for an event managed by the HQ Community Fundraising Team, all sponsorship (whether online and offline) must be sent to the HQ Community Fundraising Team directly and is not to be allocated to the Branch in any circumstance.

### **27.2. Fundraising for Other Purposes**

- 27.2.1. A Branch may wish to raise money for purposes other than the Association. Such fundraising is governed by special considerations:
- 27.2.2. If a Branch wishes to raise money for, say, a local children's hospital or other worthy cause it may NOT do so in the Association's name or in any way which leads donors to suppose that they are giving money to the Association (e.g. using the Association logo or Association stationery). Individual members may raise money, but it must be clear that they are doing so on their own behalf and not on behalf of the Association. Association Branch funds may NOT be used to make such donations.



27.2.3. If funds are raised for the running of the Branch, Wings branded tins and/or buckets cannot be used. This is because Wings branding may suggest fundraising for the Wings Appeal<sup>38</sup> and create confusion over how the funds raised will be spent.

27.2.4. If a Branch is in any doubt as to the purposes for which money may be raised, the Secretary General or their nominee should be consulted.

### **27.3. Joint Fundraising Activities**

27.3.1. If an event is promoted as an Association event, then all income must be credited to the Association.

27.3.2. If an event is promoted jointly with one or more other organisations, then Association people only collect for the Association. If Association members collect for another charity, nothing must be worn or carried to identify them as Association and they therefore act as members of the public, not a representative of the Association. Other charities collect for themselves, with clear labelling on buckets and the people concerned. As a result, income will not be equally split between each organisation.

27.3.3. Collectors must not carry two differently branded buckets.

27.3.4. If it is a ticketed event for which there is a charge, then the proceeds can be equally distributed among the joint promoters, providing there is an appropriate statement on the face of the ticket.

## **28. BRANCH WELFARE**

28.1. Every Branch is required to appoint a Branch Welfare Officer (BWO). The BWO exercises the responsibilities for welfare within the Branch.

28.2. Attendance at Branch and/or Branch Club meetings is an important part of the promotion of the esprit de corps and comradeship of the Association which contributes to the positive mental well-being of members.

28.3. Anyone carrying out welfare work in the name of the Association, including in a Branch, must attend an Association training course approved by the Association before doing so. This is so that welfare work can be carried out in line with the Association's policies and procedures and in compliance with the law.

28.4. All new BWOs and Assistant BWOs (ABWO) must undertake the Association's volunteer recruitment process<sup>39</sup> to ensure that safeguarding risks are managed, the minimum requirements of the new BWO role are met and that volunteers / members are clear about what is expected of them in their role and activities.

28.5. All BWOs and ABWOs are responsible to the Regional Welfare Team<sup>40</sup> for their casework, with beneficiaries referred to them by the Regional Welfare Team. In addition, they would be required to produce a final summary report of their casework to both the Regional Welfare Team and the Trustees (the same report) monthly.

28.6. Branch members hearing of welfare cases which may require Association assistance must bring those to the notice of the BWO so that appropriate referrals can be made by the Regional Welfare Team. Referrals for Branch welfare support must be made via the Contact Centre or the Regional Welfare Team. It is only by keeping in touch with the Serving or ex-Service RAF community that the Branch can ensure that no case will be overlooked. The

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<sup>38</sup> All Wings Appeal merchandise utilises the Corporate bodies registered Charity No. 226686 (England & Wales), SC037673 (Scotland). All monies collected using such merchandise must be remitted to HQ.

<sup>39</sup> <https://www.rafa.org.uk/welfare-training/>

<sup>40</sup> The welfare teams are structured to reflect the needs of beneficiaries and may not accord with the 'boundaries' proposed for membership.



Branch Chairman and/or BWO should remind members of their responsibilities in this respect at the Branch AGM.

- 28.7. Branches are encouraged to get involved in the Association's welfare activities at every opportunity. Branch welfare involvement with the serving and ex-Service RAF community might include carrying out volunteer casework, visiting beneficiaries or providing advice and information on behalf of the Association. There is a demand for caseworkers, but other roles are available within every Branch.
- 28.8. To be an authorised Caseworker or Befriender volunteer for the Association<sup>41</sup>, members must meet strict training and screening requirements which are necessary to protect the organisation, our volunteers, members and beneficiaries. There is also an Information Volunteer role working alongside the Caseworkers and Befrienders. Anybody applying for these roles must meet the criteria in the role description and undergo the recruitment, induction and training programme coordinated through the Regional Welfare Offices.
- 28.9. All Branch friendship visits by Branch volunteers are to take place under the umbrella of the befriending programme managed by the Regional Welfare Team, with those taking part being required to undertake the Association's befriending training course and be recognised as trained befrienders.
- 28.10. All Branches are required to submit a brief monthly report summarising all the welfare activities and welfare spending of the Branch to their Trustees and the Regional Welfare Team using a simple template<sup>42</sup> that is compliant with data protection regulations.
- 28.11. New guidelines on best practice in Branch welfare activity and welfare spending have been developed by the Welfare Team in consultation with Branches and endorsed by the Council, and these will be monitored by Welfare Managers.
- 28.12. The BWO, ABWO and anyone appointed to a Branch welfare committee must be familiar with the operating model of the Association and understand the Association's Branch welfare delivery systems and structure. The Regional Welfare Team will be able to advise which courses are available locally for members to receive the appropriate training.
- 28.13. It is essential for all members to follow strict confidential working practices. The Association's Welfare Handbook<sup>43</sup> is the primary source of authority on welfare matters and must be studied carefully by all involved in Branch welfare activities.

## **29. MEMBERSHIP**

### **29.1. Membership - General**

- 29.1.1. Trustees are to note Rules 7-8 and Byelaws 4-7 which apply to membership.
- 29.1.2. Although Branches are not directly involved in processing the membership fee payments and membership card distribution, they have a crucial role to play in the administration of membership.
- 29.1.3. Branches can obtain their membership listings and membership reports either online via the on-line Portal <sup>44</sup> or from the Secretary General or their nominee. Branches should carefully check the listings and report any incorrect details to the Secretary General or their nominee as soon as possible.

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<sup>41</sup> Paragraphs 28.7 – 28.12 reflect the welfare policies recommended by the Welfare Committee and approved by Council in February 2019.

<sup>42</sup> Template to be developed

<sup>43</sup> Currently being re-written

<sup>44</sup> A programme to roll out access to the Branch Portal to all branches over the May 20 to Jun 21 period will see branches being able to access live membership data themselves and so be able to more easily manage their membership.

- 29.1.4. Branches are to regularly check their membership listings, on the Portal or via the Secretary General or their nominee, to ascertain which members have not renewed their membership. Branches are to assist staff in contacting those members who failed to renew their membership.
- 29.1.5. Branches are to endeavour to assist members in renewing their membership, with particular encouragement for self-service use of the Members' Portal.
- 29.1.6. If a Branch receives a joining application from a potential member, it is to ensure that it has been filled in correctly and send it to the address specified on the form.
- 29.1.7. If a Branch discovers that any of its members has been accepted despite being ineligible to become a member or has been given a wrong type of membership, e.g. Ordinary member instead of an Associate membership, the Branch must report this to the Secretary General or their nominee.

## **29.2. Membership Recruitment**

- 29.2.1. The Branch should, wherever possible, appoint a Branch Recruiting Officer who may be supported by other members to form a 'recruiting group'. On appointment the Branch Recruiting Officer should contact the Secretary General or their nominee for guidance. A new Branch Recruiting Officer should if possible, attend any Recruitment Seminar.
- 29.2.2. All membership recruitment is based on the following approach whether it is one-to-one or a national campaign.
- Contact those, ex-RAF or not, who sympathise with and accept the aims and objects of the Association and are prepared to actively promote such aims and objects.
  - Inform them of what the Association does since, despite any HQ-led briefing, communications programme and other publicity, many will have misconceptions.
  - Invite them to join.
- 29.2.3. The most difficult of these tasks is to identify individuals and cohorts in the first place and a Branch should have a recruiting plan which is reviewed annually. The following may form the basis of such a plan:
- Organise a Branch recruiting event to identify ex-RAF personnel and others in the area who sympathise with the Association's cause and to decide how to approach them. At the same meeting Branch members may each be asked for example to recruit one person.
  - Organise a Branch Open Day, well-advertised locally, for which support and guidance may be obtained from the Secretary General or their nominee.
  - Put up a display in local premises based on the material which is available from the Association's online resources.
  - Use advertising in the local press.
  - Give Association talks to local groups such as Rotary Clubs, women's and youth organisations and others, bearing in mind the need to cover all age ranges and walks of life.
  - Where appropriate, attendance at events at a local Branch Club.

## **29.3. Refusing Membership**

- 29.3.1. Branches can refuse to accept a joining application from a potential member on condition they have legitimate reasons why a person should not become a member of the Branch /

Association. The reasons must be considered by the Branch Committee and minuted, and then reported to their Area Representative on the Branch and Membership Committee.

- 29.3.2. Branches can refuse to accept a member who has already joined the Association online, over the phone or by sending their application form directly to HQ. The process will be the same as in the above paragraph.
- 29.3.3. The Branch Secretary must inform the applicant in writing or by email if their application has been rejected.
- 29.3.4. Any person whose application was refused or whose membership has been cancelled based on the Branch's decision has the right to appeal against this decision to the Branch and Membership Committee Appeals should be submitted in writing via the Secretary General or their nominee.

#### **29.4. New Members**

- 29.4.1. All new members will receive a welcome pack to welcome them to the Association and address any questions which they may have.
- 29.4.2. It is most important that new members are properly looked after by the Branch, and openly welcomed from the outset. They may have high expectations, and if they become disillusioned not only will the Branch lose the member, but the disaffection may spread to others.
- 29.4.3. New members should be given a briefing on the Association, the Branch and its work soon after joining. It is important that this briefing be given by a member who is well versed in the work of the Association as a whole and in that of the Branch. It is particularly important that the new member be given an explanation as to how their own efforts and enthusiasm for the work of the Association can best be employed.
- 29.4.4. If possible, new members should at an early stage be involved in a minor capacity in the work of their Branch, perhaps assisting a sub-committee. If interest is aroused, it may lead to more active participation in the future and perhaps an interest in holding Branch Office. If interest is lost the member may be lost.
- 29.4.5. Above all, Branch Officers and Committee Members must take an interest in new members. New members must feel that interest in them is being taken by their Branch. Some Branches may like to appoint an experienced member to look after new members in the early stages of their membership.

#### **29.5. Membership - Retention**

- 29.5.1. Retention is just as important as recruiting.
- 29.5.2. A well run and active Branch which involves its members (and particularly the new members) should have little difficulty in keeping them. A large proportion of those who leave do so because they simply do not see enough merit in remaining. It is therefore important that a Branch has an efficient method of supporting membership subscription renewals and strategies include:
  - Encouraging Direct Debit as the preferred method of payment. Full details are included in the annual renewal documentation sent to each member.
  - Seeking Association employee support – The Secretary General or their nominee provide recruiting advice and support to Branches.

#### **29.6. Branches in danger of closure**

- 29.6.1. Should a Branch believe that it is in danger of closure either through lack of members, or because members are unable or unwilling to take up Committee positions, it should immediately contact the Secretary General or their nominee. The earlier that this can be

done the greater the opportunity for the Secretary General or their nominee to advise on the action necessary to guide the Branch.

### **30. BRANCH AMALGAMATIONS**

- 30.1. A Branch which is unable to continue through lack of Trustees or members may amalgamate with another Association Branch.
- 30.2. The 'joining' Branch must obtain approval for the amalgamation from the potential receiving or parent Branch.
- 30.3. The joining Branch and the receiving Branch are to obtain approval for the amalgamation by each holding a Special General Meeting at which the decision is endorsed by majority vote.
- 30.4. The application to amalgamate is to be put by the failing Branch to the Area Council. The application is to be accompanied by certified true copies of minutes from both Branches' Special General Meetings approving the amalgamation.
- 30.5. If the Area Council supports the amalgamation it will set a date by which the following actions shall have been completed:
  - 30.5.1. Closing accounts of the joining Branch as at an agreed date have been prepared and independently examined.
  - 30.5.2. The financial assets of the joining Branch have been transferred to the receiving Branch. Once transferred these monies become part of the receiving or parent Branch's funds. Any restricted funds must be ring fenced in the receiving Branch's accounts.
  - 30.5.3. All bank accounts in the name of the joining Branch are closed.
  - 30.5.4. The Standard of the Branch may be laid-up, but once laid-up it must not be paraded. If not laid up, an amalgamated Branch Standard may be paraded but subsequent time will not be counted towards time awarded for tassels.
  - 30.5.5. Officers of the joining Branch and receiving Branch certify to the Secretary General or their nominee that these actions have been completed, such certification to be accompanied by a copy of the independently examined closure accounts of the joining branch.
- 30.6. The two Branches will be amalgamated officially only when the conditions set out in paragraph 30.5 are met and the Council has confirmed the amalgamation. Until then the Trustees of the joining Branch remain responsible for its activities.
- 30.7. Once the conditions are met and the Council has confirmed the amalgamation the Association's records will be amended to record the amalgamation and the Trustees of the receiving Branch shall inform the relevant regulator of the amalgamation.

### **31. VOLUNTARY BRANCH CLOSURE**

- 31.1. A Branch that is unable to continue as a Branch through lack of Trustees or members may close.
- 31.2. The Trustees shall convene a Special General Meeting to consider closure. A decision to close the Branch shall be made by a simple majority vote. A closing Branch may decide that it wishes to become a Registered Members' Group (RMG).
- 31.3. The members may vote to transfer any residual Branch funds to the Wings Appeal, or another Association cause, otherwise the funds will transfer to the Association's general fund on closure.
- 31.4. Following a decision at a Special General Meeting to close the Branch the Trustees shall inform the Area Council. The application to close shall be accompanied by a certified copy of the Minutes of the Special General Meeting.

- 31.5. If the Area Council supports the closure it will set a date by which the following actions shall have been completed by the Trustees:
- 31.5.1. Any proper Branch debts or liabilities are settled.
  - 31.5.2. Closing accounts of the Branch as at an agreed date are prepared and independently examined.
  - 31.5.3. The remaining financial assets are transferred to the Association in accordance with instructions from the Secretary General or their nominee.
  - 31.5.4. All bank accounts in the name of the Branch are closed.
  - 31.5.5. The Standard of the Branch may be laid-up, but once laid-up it must not be paraded. If a Branch has migrated to RMG status it may parade the former Branch Standard provided it has not been laid up, but there will not be considered to be a continuity towards time awarded for tassels.
  - 31.5.6. The Trustees certify to the Secretary General or their nominee that these actions have been completed, such certification to be accompanied by a copy of the independently examined closure accounts.
- 31.6. The Branch shall not be closed until the Secretary General or their nominee informs the Area Council and the Council that the actions set out in the above paragraphs have been met and the Council has confirmed the closure. Until then the Trustees remain responsible for its activities. On closure, the Secretary General or their nominee will inform the regulator and update the Association's records.
- 31.7. Following closure of the Branch, the remaining Branch members will be transferred to a Branch of their choice.
- 31.8. Trustees at the date of closure shall ensure that minute books and accounting records are retained for seven (7) years.
- 31.9. If the Branch is unable to make such a decision at a Special General Meeting, e.g. due to lack of members or Committee members, the Area Council or the Council may close a Branch in accordance with Byelaw 19 (Branch Closure).

#### **Authority and date of effect**

32. These Branch Regulations and any revisions thereto, having been approved by the Council of the Association in accordance with Rule 5, shall come into operation on 1 September 2020 and as from that date any Branch Regulations then in force shall cease to have effect;
- PROVIDED** that these Branch Regulations and any revisions thereto shall be submitted as a resolution to the next Annual Conference for approval. In the event these Branch Regulation are not approved by the Annual Conference, they shall be void and of no effect but without prejudice to the validity of anything previously done thereunder.
33. Any amendment made to these Branch Regulations by a decision of Annual Conference of the Association shall be deemed to take effect from the date of formal notification of the amendment to Branches.
34. Branches may apply to the Council for a local variation to these Regulations in accordance with Rule 5 (Standard Regulations). Any such application may only be made following a resolution carried by a majority of the Members present and voting at a General Branch Meeting.
35. Any local variation to the Regulations shall be deemed to take effect from the receipt of the formal notification of the approval of the Council.

# AREA REGULATIONS

## AR 1. Authority and Date of Effect

These Standard Area Regulations, having been approved by the Association at its Annual Conference in 2017, shall come into operation on 15 May 2017 and as from that date any Area Regulations then in force shall cease to have effect. Subsequently amended by Annual Conference 22, the amendments coming into operation on 24 October 2022.

Provided that a local variation to Standard Area Regulations that has previously been approved for the Area by the Council shall continue in effect if it remains applicable to the new Regulations.

## AR 2. Definitions

- (1) In these Regulations words and expressions to which meanings are assigned by the Rules and Byelaws shall, unless the subject or context otherwise require, have the same respective meanings and, if there is any discrepancy, the Rules or Byelaws shall prevail.
- (2) In these Regulations unless the subject or context otherwise require:
  - (a) "Area Annual Conference" means the Conference convened once each year by an Area Council in accordance with Standard Area Regulation AR9 and which may be attended by delegates from all Branches of that Area;
  - (b) "Association Annual Conference" means the Annual Conference of the Association as convened once in each year in accordance with Rule 18 and 19 and which may be attended by delegates from all Branches of the Association;
  - (c) "The Area Council" means the Council of the Area as constituted under Area Regulation AR 8; and words importing the male gender shall include the female gender and vice-versa and words importing the singular shall include the plural and vice-versa.

## AR 3. Amendment of Standard Area Regulations

- (1) Areas may seek amendment of these Regulations in accordance with Rule 5 by forwarding a resolution for consideration at an Association Annual Conference. Any such resolution may only be forwarded following a resolution carried at an Area Annual Conference.
- (2) Branches may seek amendment of these Regulations in accordance with Rule 5 by forwarding a resolution for consideration at an Association Annual Conference. Any such resolution may only be forwarded following a resolution carried at a General Meeting of the Branch.

## AR 4. By Application for a Local Variation

Area Councils may apply to the Council for a local variation to these Regulations in accordance with Rule 5. Any such application may only be made following a resolution carried at an Area Annual Conference.

## AR 5. Date of Effect of Amendments

Any amendment made to these Regulations by a decision of a Conference of the Association shall be deemed to take effect from the date of formal notification of the amendment to the Area Office.

Any local variation to the Regulations shall be deemed to take effect from the receipt of the formal notification of the approval of the Council.

## **AR 6. Area Name**

The Area shall be known by the name given to it by the Council.

## **AR 7. Life Vice-Presidents, Vice-Presidents and the Officers of the Area**

### **Area Life Vice-Presidents**

- (1) Any Member of a Branch of the Area who has rendered outstanding service to the Area or has obtained distinction in their profession or calling may be invited, on the recommendation of the Area Council and following election at an Area Annual Conference, to become a Life Vice-President of the Area.
- (2) An Area Life Vice-President shall not be deemed to be an Officer of the Area and shall not be entitled by virtue of being a Life Vice-President to be a Member of the Area Council or of any committee of the Area but shall be eligible for election or co-option to the Area Council or any of its committees.
- (3) An Area Life Vice-President may, at the discretion of the Area Chairman, be invited to attend an Area Council meeting as an observer.
- (4) A Life Vice-President shall hold office as long as they remain a Member of the Association and a Member of a Branch of the Area.

### **Area Vice-Presidents**

- (5) Any Ordinary or Life Member of a Branch of the Area may be invited, on the recommendation of the Area Council and following election at an Area Annual Conference, to become a Vice-President of the Area.

Provided that there shall be not more than four Vice-Presidents of the Area.

### **The Officers of the Area**

- (6) The Officers of the Area shall be the President, the Chairman and the Vice-Chairman.

### **Eligibility for Election as an Officer of the Area**

- (7) Only persons who are Ordinary or Life Members of a Branch of the Area shall be eligible to be Officers of the Area.
- (8) The Area President shall be elected at an Area Annual Conference. The Area Chairman and the Area Vice-Chairman shall be elected by the newly appointed Members of the Area Council from amongst its Members for a period of three years at the first meeting after they have taken office following the conclusion of an Area Annual Conference.

### **Terms and Conditions of Office of the Officers of the Area**

- (9) The Area President shall hold office for three years from immediately after the conclusion of the Association Annual Conference following their election to the conclusion of the Association Annual Conference in the year their term of office expires and shall be eligible for re-election.
- (10) The Area Chairman and the Area Vice-Chairman shall hold office for a period of three years from immediately after the conclusion of an Association Annual Conference following their election to the conclusion of the Association Annual Conference in the year their term of office expires and shall be eligible for re-election.

### **Removal or Disqualification of an Officer of the Area**

- (11) An Officer of the Area shall cease to be an Area Officer before the expiration of their term of office if they resign from office or ceases to be a Member of a Branch of the Area.
- (12) An Officer of the Area may be removed before the expiration of their term of office by an Area Conference at which a resolution to that effect is carried by a majority of not less than two-thirds of the delegates present and voting.

## **AR 8. The Area Council**

### **Membership**

- (1) The Area Council shall comprise the Area President and not more than the number determined by the delegates to an Area Annual Conference of members elected to the Area Council who shall be known as the Elected Members.

Provided that the number of Elected Members shall be not less than seven but no more than nine unless authorised under Rule 5 or by Annual Conference.

- (2) The Area Council may also include Vice-Presidents elected under the provisions of Area Regulation AR 7 and not more than two Members of Branches of the Area who may be co-opted by the Council and who shall be known as the Co-opted Members.
- (3) The Area Council shall also include the Area RAFALO, subject to the provisions of Byelaw 9 and the Area Elected Trustee.

### **Voting and Deliberative Powers**

- (4) Every Member of the Area Council shall have full voting and deliberative powers.

### **Terms and Conditions of Office of the Area Vice-Presidents and the Elected and Co-opted Members**

- (5) Area Vice-Presidents, and Elected Members shall hold office for a period of three years from immediately after the conclusion of an Area Conference following their election to the conclusion of the Area Conference in the year their term of office expires and shall be eligible for re-election.
- (6) The Area Elected Trustee shall hold office for a period of three years from immediately after the conclusion of an Association Annual Conference following their election to the conclusion of the Association Annual Conference in the year their term of office expires and shall be eligible for re-election.
- (7) The Co-opted Members of the Area Council shall hold office from the date of their co-option until the conclusion of the next Area Annual Conference.
- (8) All Members of the Area Council must comply with Byelaw 9.

### **Removal or Disqualification of a Vice-President or an Elected or Co-opted Member**

- (9) The terms of Area Regulation AR 7 regarding the removal or disqualification from office of an Officer of the Area shall also apply to an Area Vice-President and an Elected Member of the Area Council.
- (10) A Co-opted Member of the Area Council shall stand down before the expiration of their term of office if required to do so by the Area Council.
- (11) The Area Elected Trustee shall cease to be a member of the Area Council before the expiration of their term of office if they resign from Council or cease to be a member of a Branch of the Area or otherwise cease to live in the Area.

### **Powers and Duties of the Area Council**

- (12) The Functions of an Area are set out in Rule 25. The Area Council may delegate, subject to such instructions, reservations or restrictions as it may think fit, any of its functions to a sub-committee appointed from amongst its members or otherwise constituted for the purpose.
- (13) Provided that the Area Council shall not delegate its power to close a Branch under the provisions of Rule 30.

### **Notification of Membership of the Area Council**

- (14) The Secretary General and the Branches of the Area of the names shall be notified of the Officers of the Area and the Members of the Area Council as soon as possible after the Area Annual Conference.



## **Proceedings**

- (15) The Area Council shall meet together for the transaction of business as often as may be necessary.
- (16) The quorum necessary for the transaction of business of the Area Council shall be fixed by the Area Council but, unless so fixed, shall be not less than one third of those members eligible (excluding Vice-Presidents) to attend and vote and shall include at least two Officers of the Area. The Area President may appoint an Area Vice President as their deputy for the purpose of determining a quorum.
- (17) Voting at meetings of the Area Council shall be by a show of hands of those eligible to vote except, in the case of a contested election, when it shall be by secret ballot.
- (18) The Area Council may consider any matter submitted by a Branch of the Area subject to any such submission having previously been approved either by the Branch Committee or by the Branch in General Meeting.  
Provided that the Chairman of the Area may rule, if the submission affects any other Branch, that no decision shall be reached until the Branch or Branches have been consulted and their views received by the Area Council.
- (19) The Area Council may consider any matter submitted by a Regional Committee of the Area subject to any such submission having previously been approved by a Regional Committee Meeting.  
Provided that the Chairman of the Area may rule, if the submission affects any other Region, that no decision shall be reached until the Region or Regions have been consulted and their views received by the Area Council.
- (20) The Area Council may invite to Area Council Meetings any person whose contribution could benefit the conduct of Area Council business and assist with any matter under consideration.
- (21) The Area Council may submit any matter to the Council for consideration subject to any such submission having been approved at an Area Council meeting.
- (22) The Minutes of meetings of the Area Council, or extracts therefrom, shall be sent to the Regional Committees and Branches of the Area, and the full Minutes shall be sent to the Secretary General.
- (23) Subject to the above provisions and to any direction on the conduct of business as may be given by the Council, the business of the Area Council shall be transacted in such manner as the Area Council may determine.

## **Casual Vacancies**

- (24) If a casual vacancy occurs in the office of President, it shall be filled by the Area Council and the person so elected shall hold office until the conclusion of the next Association Annual Conference and shall be eligible for re-election for the remaining term of office of their predecessor.
- (25) If a casual vacancy occurs amongst the Chairman or the Vice-Chairman, it shall be filled by the Area Council from amongst its members for the remaining term of office of their predecessor.
- (26) If a casual vacancy occurs amongst the Elected Members, it shall be filled by the Area Council by offering the vacancy to the unsuccessful candidates at the last election in turn, starting with the candidate who obtained the greatest number of votes. If there were no unsuccessful candidates or if none of these candidates are willing to fill the vacancy, it shall be filled by the Area Council by appointing any member who is eligible for appointment.
- (27) Any casual vacancy shall be filled forthwith.

## **AR 9. Area Conferences**

### **Area Annual Conferences**

- (1) An Area Annual Conference shall be held at such time and place as may be fixed by the Area Council being not less than eight weeks before the date of the Association Annual Conference or such later date as may be allowed by the Council.

### **Area Special Conferences**

- (2) An Area Special Conference may be summoned at any time by the Area Council and may also be so summoned on the written request of not less than one quarter of the Branches of the Area if, at General Meetings summoned for the purpose, the Branches making the request have carried resolutions to this effect.
- (3) A request by the required proportion of the Branches for an Area Special Conference shall state the business to be transacted and be accompanied by certified copies of the resolutions carried at the General Meetings of the Branches.
- (4) No business other than that stated in the request for an Area Special Conference shall be transacted at such a Conference.

### **Notice of Area Conferences**

- (5) At least 12 weeks' notice of an Area Annual Conference shall be given in writing to the Branches of the Area.
- (6) At least 28 days' notice of an Area Special Conference shall be given in writing to the Branches of the Area.

### **Representation at Area Conferences**

- (7) Each Branch of the Area shall have the right to be represented at an Area Conference by one delegate who shall be a Member of the Branch and who shall be entitled to a single vote.

### **Nominations for Election at Area Annual Conferences**

- (8) If the election of the Area President, Area Vice-President or Elected Members of the Area Council is to take place at an Area Annual Conference this shall be indicated in the notice of the Conference and nominations to fill the vacancies shall be invited.
- (9) Provided that:
  - i Nominations for the office of Area President or Area Life Vice-President or Area Vice-President may only be made, in accordance with Area Regulations AR 7, by the Area Council;
  - ii Nominations for the Elected Members may only be made by Branches;
  - iii A Branch may not nominate more than two of its own members but may also nominate members of other Branches of the Area.
- (10) Any nomination for an Elected Member of the Area Council shall be in writing and sent to the Secretary General (or their nominee) not less than seven weeks before the date of the Area Annual Conference at which the election is to take place. Every nomination paper shall be signed by the candidate and be accompanied by a brief statement of their qualifications and of their activities in any ex-Service organisation.
- (11) The Secretary General (or their nominee) shall send to each Branch of the Area, Postal Ballot papers along with a list of all candidates who have been validly nominated together with the information required about the candidate in accordance with the provisions of paragraph (9) of this Regulation.
- (12) The inclusion of a candidate's name in such list shall be conclusive evidence that the conditions of nomination have been met.
- (13) No candidate may be nominated or elected whose name is not included in the list.
- (14) A candidate may be nominated for but may not be appointed to more than one position on Area Council, including ex officio roles. In the event that an individual is elected to two roles they shall choose which role to accept, and the other role shall be filled by the candidate who obtained the next greatest number of votes.

### **Business to be Conducted at Area Annual Conferences**

- (15) The business to be transacted at an Area Annual Conference:
- (a) Shall comprise:
    - i. Consideration of the Report from the Area Council for the past year;
    - ii. Election of the President to fill any vacancy;
    - iii. Announcement of the result for the election of members to the Area Council having been conducted by postal voting earlier in the year as necessary.
  - (b) May also comprise:
    - i. Election of Life Vice-Presidents and Vice-Presidents;
    - ii. Consideration of resolutions submitted by the Area Council, by Regional Committees or by Branches of the Area;
    - iii. Discussion of issues of general policy.

### **Notification of Resolutions for Area Annual Conferences**

- (16) A Regional Committee or Branch wishing to move a resolution at an Area Annual Conference shall give notice in writing to the Secretary General (or their nominee) of the terms of the resolution not less than seven weeks before the date of the Conference.

Provided that, if an important matter of urgency affecting the Area arises after the Agenda has been issued, the Agenda may be altered by the Conference so as to enable it to be discussed.

### **Agenda for Area Annual Conferences**

- (17) A copy of the Agenda for an Area Annual Conference containing all nominations and resolutions shall be sent to each Branch of the Area not less than 14 days before the first day of the Conference.

### **Chairmanship of Area Conferences**

- (18) The President of the Area shall normally be the Chairman of an Area Conference. If they do not chair the Conference and they have not delegated this function, the Area Council shall invite a Life Vice-President or one of the Members of the Council to take the chair.

### **Rights of the Life-Vice-Presidents, the Officers of the Area and the Members of the Area Council**

- (19) The Life Vice-Presidents, the Officers of the Area and the Members of the Area Council shall be members of any Area Conference and shall be entitled to move and second resolutions and take part in all discussions but shall have no voting powers.
- (20) No Life Vice-President, Officer of the Area or Member of the Area Council or paid employee of the Association shall be eligible for appointment as a delegate to an Area Conference.

### **Voting at Area Conferences**

- (21) Voting at Area Conferences shall be by a show of hands or by electronic means in accordance with Byelaw 11 of those eligible to vote or, where a majority of the delegates present demand, a secret ballot. In the case of a contested election for Area Council, voting shall be by post as arranged by the Secretary General (or their nominee) .

### **Conduct of Business at Area Conferences**

- (22) The business of Area Conferences shall be conducted in such manner as the Area Council may decide subject to any Standing Orders that may have been agreed at an Area Conference and to any direction that may be given by the Council.
- (23) If the Area Council have not determined the conduct of the Area Council nor have any Standing Orders been agreed by an Area Conference the Rules of Procedure for the Association's Annual Conference shall apply.

- (24) A copy of the Royal Charter, the Rules, the Byelaws, Area Regulations and of any Standing Orders and/or the Association's Annual Conference Rules of Procedure governing the conduct of the business of the Area Council shall be available at Area Conferences.

## **AR 10. Expenses**

- (1) The reasonable expenses of an Area Council, including those of attendance at meetings of the Area Council or any of its committees, may be reimbursed from the Association via the Secretary General (or their nominee).

Provided that the reimbursement of costs of travel to Area Council or Area Committee meetings shall normally be restricted to travel within the Area.

*These Area Regulations Reflect the changes agreed by Council in 2023, to give effect to the Resolution passed at Conference 2022. They are subject to confirmation at Annual Conference 2023.*