



## CONSTITUTION FOR 115 (PETERBOROUGH) SQUADRON ASSOCIATION AND COMMITTEE

1. **Introduction.** All Air Training Corps Squadron Associations will be managed in accordance with the provisions of this Constitution.
2. **Purpose of the Squadron Association.** The purpose of the Squadron Association ('the Association') is to fully support the squadron commander to further the objects of the Air Training Corps ('the ATC') as contained in the Schedule to the Royal Warrant as amended from time to time but in particular to support activities which foster the spirit of adventure amongst the squadron's cadets and develop their qualities of leadership and good citizenship.
3. **Squadron Funds.** The Association, through the auspices of its Committee, is responsible for the raising and management of funds for the squadron. These funds are known as the squadron non-public sports and welfare fund and is a charity (or charitable fund). The fund is used primarily for the direct benefit of the squadron's cadets.
4. **The Association Committee.** The Association and its property shall be managed and administered by a committee comprising the officers and other members appointed in accordance with the Constitution. The officers and other members of the committee are together called 'the Committee' in the Constitution.
5. **Membership of the Association.** Membership of the Association is open to individuals over 18 years of age or representatives of organisations who are approved by the Committee. By dint of their membership of the Association these individuals are trustees in respect of the non-public fund. However any responsibilities in respect of public funds would fall outside this trusteeship.

Members will be drawn from any or all of the following:

- a. Parents or Guardians of cadets serving in the squadron.
- a. Current members of the Committee.
- b. Representatives of local companies or organisations within the community with an interest in youth.
- c. A representative of Local Education Authority, Police, Fire Ambulance or other organisations concerned with youth and citizenship training.
- d. An invited individual experienced in working with young people.
- e. A member of the local RAFA Branch Committee.
- f. The Wing Chairman.

**6. Refusal of Application for Association Membership.** Application for membership of the Association will only be refused if the Committee, acting reasonably and properly, consider it to be in the best interests of the charity to refuse the application. The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

7. The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.

**8. Transfer of Membership.** Membership is not transferable to anyone else.

**9. Register of Association Members.** The trustees must keep a register of names and addresses of the members which must be available to any member upon request.

**10. Objects of the Association.** The objects of the Association are to support, where appropriate, the objectives of the ATC as outlined in ACP 11 Chapter 1 and to fully support the Squadron Commander to fulfil these objectives by funding those activities not in receipt of public funding; in particular;

a. The advancement of the education and training of the squadron's cadets in the principles of good citizenship and service to the community, so as to develop their physical, mental and spiritual capacities and assist them to grow to full maturity as individuals and members of society.

b. To improve the conditions of life of the cadets by the provision of facilities or equipment for recreation or other leisure time activities.

c. Other than making claims for fuel expenses for approved journeys undertaken by squadron owned mini buses, the Association has no control or involvement in public fund expenditure.

**11. Termination of Association Membership.** Association membership will be terminated if:

a. The member dies or, if the organisation he or she represents, ceases to exist.

b. The member resigns by written notice to the Committee unless, after the resignation, there would be less than two members.

c. Any sum due from the member to the Association is not paid in full within six months of it falling due.

d. The member is removed from membership by a resolution of the Committee that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(1) The member has been given notice in writing why a proposal is to be made for termination at least twenty one days before the Committee meeting at which the resolution will be proposed.

(2) The member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

**12. General Meetings.** The Association must hold a general meeting within twelve months of the date of the adoption of the constitution.

a. **Annual General Meetings (AGMs).** The AGM of the Squadron Association should be held, so far as is reasonably practicable, in a designated month. If the meeting cannot be held in the designated month the period of time since the last AGM should not exceed fifteen months.

b. **Ordinary General Meetings (OGMs).** Normally held six months following an AGM.

c. **Extraordinary General Meetings (EGMs).** All general meetings other than AGMs shall be called EGMs. Three members of the Committee, or the relevant ATC Regional Chairman, may call an EGM at any time.

d. The Association must also call an EGM if requested to do so by at least ten members or 10% of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

**13. Notification of General meetings.** The minimum period of notice required to hold any general meeting of the Association is fourteen days from the date on which the notice is deemed to have been given other than a notice period of 21 days must be given for the AGM.

a. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

b. Notice for the AGM shall normally be issued by the Secretary on the instruction of the Committee or the relevant ATC Regional Chairman.

c. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.

d. The notice must be given to all the members of the Association and to the Committee.

**14. Quorum.** No business shall be transacted at any general meeting of the Association unless a quorum is present. A quorum is either:

a. Four members entitled to vote upon the business to be conducted, or;

b. One tenth of the total membership at the time, whichever is the greater.

The authorised representative of a member organisation shall be counted in the quorum. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

**15. Chair.** General meetings shall be chaired by the person who has been elected as Chairman of the Committee. During the election of officers and trustees for the following year, the Squadron's Officer Commanding will chair the proceedings before handing over to the newly elected Chairman. The Chair will have the casting vote.

**16. Votes.** Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

**17. Composition of the Committee.** There shall be a minimum of 5 and a maximum of 12 members of the Committee and shall have the following officers:

a. Chairman.

b. Secretary.

c. Treasurer.

**18. Eligibility for appointment as Officers and Committee Members.** The following may not be appointed as members of the Committee:

- a. VR(T) Officers, Adult WOs or SNCOs, Civilian Instructors, cadets and other young people under the age of 18 years:
- b. A person whose previous service in the ATC (in any capacity) has been terminated or who has resigned as a consequence of any allegation of inappropriate behaviour in relation to ATC activities or whose appointment has not been renewed as a consequence of inappropriate behaviour.
- c. No person is eligible to be appointed as a member of the Committee if he or she is disqualified from acting as a Committee member under the provisions of clause 15.
- d. A person who is unwilling to act as a charity trustee of the squadron's non-public fund.

**19. Appointment Mechanisms of Committee Members.**

- a. The Association in a general meeting shall elect the officers and the other committee members.
- b. Each of the Committee members shall retire with effect from the conclusion of the AGM following his or her appointment but shall be eligible for re-election at that AGM.
- c. In the event of the suspension of an officer or other Committee member, the relevant Regional Chairman, in conjunction with the Wing Chairman, may appoint any person, eligible and willing to serve, to act as an officer or other Committee member for the duration of that suspension.
- d. The relevant Regional Chairman, or the Committee with the approval of said Chairman, may appoint any person, eligible and willing to serve, to fill a vacancy arising on the Committee as a result of the resignation or removal of an officer or other Committee member.

Committee members so appointed shall retire with effect from the conclusion of the AGM following his or her appointment but shall be eligible for re-election at that AGM.

**20. Suspension and exclusion of Committee Members.**

- a. The relevant Regional Chairman may, in accordance with the Avoidance of Disputes Procedures (see Annex B), suspend a Committee member by notice in writing ('suspension notice').
- b. Any Committee member who has been served a suspension notice is excluded from attending Committee meetings and excluded from exercising any powers of a Committee member for the duration of their suspension.
- c. No Committee member may be suspended for a period exceeding 6 months from the date of the suspension notice.

**21. Disqualification and removal of Committee Members.** A Committee member shall cease to hold office if he or she:

- a. Is disqualified from acting by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- b. Ceases to be a member of the Association.
- c. In the written opinion, given to the Committee, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months.

d. Is absent without the permission of the Committee from all their meetings held within a period of six consecutive months and the Committee resolves that he or she be removed.

e. Is removed by resolution of the Committee in accordance with the procedures specified in Chapter 5. Notice to be given in writing of the resolution. Resolution to be confirmed by 2/3rds absolute majority of the whole of the committee or 75% of the actual committee present.

f. Is removed by a resolution of the Association's members at a general meeting by a majority vote.

g. Is removed by notice in writing by the relevant Regional Chairman in accordance with the procedures specified in Annex B.

**22. Duties of the Committee.** The Committee has the following duties:

a. To manage the business of the Association.

b. To act as charity trustees of the squadron non-public fund for the time being of their appointment as Committee members.

c. To undertake such other duties as are specified from time to time in ACP 11 in respect of Squadron Committees.

**23. Application of the Income and Property.**

a. The income and property of the charity shall be applied solely towards the promotion of the Objects.

b. A Committee member may pay out of, or be reimbursed from, the property of the non-public fund reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

c. No Committee member may be paid or receive any benefit for being a Committee member. This does not prevent:

(1) A Committee member from buying goods or services from the Charity or otherwise enjoying the facilities provided by the Charity upon the same terms as other users.

(2) The purchase of indemnity insurance for the Committee members against any liability, by virtue of any rule of law, would otherwise attach to a Committee member or other officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

(a) Fines.

(b) Costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of the Committee members or other officer.

(c) Liabilities to the Charity that result from conduct that the Committee member or other officer knew, or ought to have known, was not in the best interests of the Charity, or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

**24. Committee Meetings.** No Committee business shall be transacted at any meeting unless a quorum is present. A quorum is:

a. Three members entitled to vote upon the business to be conducted at the meeting;

- b. One third of the Committee members at the time;
- c. whichever is the greater, provided that one of the Committee members attending is an officer of the Association.

The Squadron's Officer Commanding and the Squadron Chaplain shall be entitled to attend Committee Meetings but shall have no vote on the matters arising.

**25. Irregularities in proceedings.**

a. Subject to sub-clause (2) of this clause, all acts done by a meeting of the Committee, shall be valid notwithstanding the participation in any vote of a Committee member:

- (1) Who was disqualified from holding office;
- (2) Who previously retired or who had been obliged by the constitution to vacate office;
- (3) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that Committee member; and that committee member being counted in the quorum, the decision has been made by a majority of the Committee members at a quorate meeting.

b. Sub-clause a. of this clause does not permit a Committee member to keep any benefit that may be conferred upon him or her by a resolution of the Committee if the resolution would otherwise have been void.

c. No resolution or act of:

- (1) A Committee member,
- (2) The Committee, and
- (3) the Association in general meeting, shall be invalidated by reason of the failure to give notice to any member of the Association or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member of the Association or the Squadron.

**26. Minutes.** The Association must keep minutes of all:

- a. Appointments of Committee members.
- b. Proceedings at meetings of the Association.
- c. Committee Meetings including:
  - (1) The names of the Committee members present at a Committee meeting.
  - (2) The decisions made at the meetings.
  - (3) Where appropriate the reasons for the decisions.

**27. Notices.** The Association may give any notice to a member either by one or more of the following means:

- a. Verbally, in person.
- b. By sending it by post in a prepaid envelope addressed to the member at his or her address.
- c. By hand delivery to the address of the member.
- d. By electronic communications to the member's address.

**28. Amendment of the Constitution.** Proposals for the amendment of this Constitution may be made by the Association to the Air Cadet Council through the relevant Wing and Regional Councils provided that:

- a. No amendment may be made that would have the effect of making the Charity cease to be a charity in law.
- b. No amendment may be made to alter Clauses 5, 18, 23 or 24 without the prior written consent of the Charity Commission. **Any amendments to this Governing Document must be sent to the Commission within twenty-one days of it being amended.**

**29. Dissolution of the Association.** The Association may be dissolved by:

- a. A directive of the ACC of the ATC; or
- b. A resolution, approved by the ACC, passed by the Association's members in general meeting. If the Association is to be dissolved, the Committee will remain in office and be responsible for winding up the affairs of the Association in accordance with this clause and the following:
- c. If relevant, the Committee members must collect in all the assets of the Association and must pay for all the liabilities of the Association.
- d. The Committee members must apply any remaining property or money to the squadron's non-public fund. In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity.
- e. The Committee members must apply any remaining property and/or money:
  - (1) Directly for the Objects.
  - (2) By transfer to another squadron non-public fund.
  - (3) In such other manner as the Charity Commission for England and Wales ("The Commission") may approve in writing in advance.
- f. If relevant, a copy of the final accounts of the Association should be forwarded to the relevant Wing Headquarters who will determine what will happen to any surplus cash or asset.

**30. Choice of Law and Interpretation.**

- a. The governing law of the Charity shall be the law of England and Wales.
- b. This document shall be interpreted in accordance with the law of England and Wales, provided that it will not permit the charity's property to be applied for any purpose or transferred to any organisation which is not charitable in accordance with any statutory provision in force in any other part of the United Kingdom.

### 31. Signatures

Chairman:	Date:
Secretary:	Date:
Treasurer:	Date:
Member:	Date:
Member:	Date:
Member:	Date:
Member:	Date:
Member:	Date:
Member:	Date:
Member:	Date:
Member:	Date:
Member:	Date:

115 (Peterborough) Squadron Constitution Date:

Attachments:

TORs for the Chairman.

TORs for the Hon Secretary.

TORs for the Hon Treasurer.

TORs for the Squadron Commander.

Distribution:

All Sqn Committee members

Sqn Cdr

Sqn Chaplain

Sqn HQ (Adjutant)

Wing Chairman (*Signature Page Only*)