



THE ROYAL AIR FORCE HISTORICAL SOCIETY
Registered Charity No 299029

CONSTITUTION *DRAFT FOR AGM 25*

1. The Society is called the Royal Air Force Historical Society ('the Society').
2. The **Object** of the Society is:

To further the understanding of the role and history of the Royal Air Force (RAF) in peace and war through publications, seminars and educational and charitable grants.

3. To achieve this **Object**, the Society has the following **Powers**:

- a. To provide a forum to meet and discuss RAF History.
- b. To deliver a programme of lectures, seminars and other activities.
- c. To produce at least 2 journals per year of RAF History-related topics.
- d. To communicate to members and the public through a variety of means including the Society Website and other social media.
- e. To encourage and support research projects and papers dealing with RAF History.
- f. To provide financial support to projects and causes of RAF historical interest.
- g. To raise money for the purpose of the Society, by all lawful means and to solicit, receive and enlist subscriptions and financial and other aid from individuals, institutions, organisations, associations, authorities, the Armed Forces or branches and to conduct fund-raising campaigns, provided that no form or permanent trading is undertaken.

[Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]

4. **Membership.**

- a. Membership is open to individuals over 18 years of age who are interested in RAF History or similar organisations which are approved by the Trustees.
- b. The Trustees may only refuse an application for membership, if acting reasonably and properly, they consider it to be in the interests of the Society to refuse the application.
 - (1) The Trustees must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.

- (2) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- c. An Annual Subscription will be levied on all individual members or member organisations.
- d. Membership is not transferable to anyone else.
- e. The Trustees must keep a register of names and addresses of the members. Details will be protected in accordance with the provisions of GDPR.
- f. Membership is terminated if:
 - (1) The member dies or, as an organisation, the Society ceases to exist.
 - (2) The member resigns by written or electronic notice to the Society.
 - (3) Any sum due from the member to the charity is not paid in full within 3 months of it falling due.
 - (4) The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Society that their membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) The member has been given at least 21 days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed.
 - (b) The member or, at the option of the member, the member's representative (who not need be a member of the Society) has been allowed to make representation to the meeting.

5. The Society will be run by an **Executive Committee** (EC) consisting of a Chair, Vice-Chair, Secretary, Treasurer, Editor, Events Coordinator, Membership Secretary, and at least 4 other members.

- a. At least four of the elected members of the EC should be serving or former members of the RAF and ancillary organisations.
- b. Members of the EC, other than ex-officio, will be elected and/or ratified yearly at an Annual General Meeting (AGM). All EC members can serve for an initial term of 5 years before being re-elected for a further 5 years if they wish to continue.
- c. EC members can only remain on the Committee beyond 10 years in exceptional circumstances such as where they possess specialist knowledge/experience of benefit to the Society
- d. The Head of the Air Historical Branch, the CEO of the RAF Museum, the RAF Museum Historian, the Director of Defence Studies (RAF) and an OF5/OF4 Staff member from the Defence Academy will be ex-officio Committee members. These ex-officio members will operate in a Non-Executive Director capacity and provide specialist input and advice to the EC specific to their roles.
- e. The EC will meet not less than three times a year, a quorum being 5 members.
- f. The Chair will be appointed by the EC and the Vice-Chair by the Chair. These appointments are to be endorsed at the AGM in the year of appointment.
- g. The Chair will preside at all meetings of the EC and at General Meetings. However, if the Chair is not able to attend, the Vice-Chair will preside.
- h. If any elected member of the EC is unable to complete a term of office, the Committee may co-opt a member of the Society to serve until the next AGM.
- i. Sub-Committees may be appointed by the EC to deal with specific matters.

6. The elected members of the EC are the **Trustees** of the Society.
- a. As Trustees, their personal details are to be registered in the Society Charity Commission Account and they are to fulfil their roles and responsibilities in accordance with Charity Commission guidance and working practices for Trustees.
 - b. The Secretary will undertake the Primary Administrator role for the Society Charity Account.
 - c. Trustees may approve financial support to projects or causes of RAF historical interest using funds from membership contributions, charitable donations and legacies.
 - d. Trustees are unpaid but can claim reasonable out-of-pocket expenses.
 - e. A Trustee shall cease to hold office if they:
 - (1) Are disqualified from acting as a Trustee by virtue of Sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
 - (2) Cease to be a member of the Society.
 - (3) In the written opinion, given to the Society, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a Trustee and may remain so for more than 3 months.
 - (4) Resign as a Trustee by notice to the Society.
 - (5) Are absent without permission of the Trustees from all their meetings held within a period of 6 consecutive months and the Trustees resolve that their office be vacated.
 - (6) Are removed from office by a resolution of the Trustees that it is in the best interests of the Society that their membership of the EC is terminated. A resolution to remove a Trustee may only be passed if:
 - (a) The Trustee has been given at least 21 days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed.
 - (b) The Trustee or, at the option of the Trustee, the Trustee's representative (who not need be a member of the Society) has been allowed to make representation to the meeting.
 - f. A Society Trustee must:
 - (1) Declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared.
 - (2) Absent themselves from any discussions of the Society Trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).
 - (a) Any Society Trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Society Trustees on the matter.
7. The Society in General Meeting can appoint a **President** of the Society. The office of President is an honorary post with no executive powers. This appointment will become effective on the passing of a resolution by a simple majority of the members present and voting at the General Meeting.

8. The Society in General Meeting and on the recommendation of the EC can appoint members as **Life Vice-Presidents** of the Society. Such appointments shall be confined to members that the EC consider to have made an outstanding contribution to the work of the Society and/or to the furtherance of its constitutional aims. The title of Life Vice-President shall be honorary and have no executive powers or responsibilities. Such appointments will become effective on the passing of a resolution by a simple majority of the members present and voting at the General Meeting.

9. The EC will review and recommend the level of **Annual Subscription** to the Society, subject to confirmation by the majority of those attending the AGM or an Extraordinary General Meeting (EGM) called for that purpose.

10. The EC is responsible for the administration of the **Society's Funds and Accounts**.

- a. It has the power to invest funds in Trustee Securities or to place them on deposit or loan with financial institutions or to hold funds in the current account in the name of the Society in a clearing bank.
- b. All cheques and other documents governing the finances of the Society will be signed by the Treasurer.
- c. The Society's financial year is the calendar year.
- d. After the year end, an independent examiner will be appointed at the AGM to look through the accounts and report to the EC.
- e. The annual accounts shall be submitted to the EC at least 14 days prior to an AGM for comment.
- f. The Treasurer is required to maintain a cash book recording all receipts and expenditure incurred by the Society.
- g. Expenditure incurred in the running of the Society is to be fully vouched, with payment of grants authorised by the EC or sub committees.
- h. The Treasurer will also be responsible for controlling all bank accounts and to ensure that the cash book accurately reflects all activities.
- i. [A nominated Trustee will undertake regular checks, at not less than three monthly intervals, on the cash book and the bank accounts to ensure that proper accounting records are being maintained.](#)

11. The Society will hold a General Meeting in every calendar year as its **AGM** at a time and place determined by the EC. Details will be published on the Society Website and all members will be given at least 14 days notice of the AGM. The business of the AGM will always include:

- a. A report on the Society's activities during the preceding year.
- b. A report on the Society's finances and the Meeting's approval of the independently examined accounts for the preceding year.
- c. The election and/or ratification of EC members. If there are more candidates than vacancies, the Chair shall appoint 2 scrutineers to hold a ballot and announce the result at the end of the Meeting.

12. The EC can call an EGM and shall be bound to do so when receiving notice in writing specifying the business and signed by not less than one third of the membership of the Society. Notice of an EGM must be circulated to all members of the Society at least 14 days before the meeting and the Agenda must specify the business to be transacted.

13. **Notices.**

- a. Any notice required by this Constitution to be given to or by any person must be:
 - (1) in writing; or
 - (2) given using electronic communications.
- b. The Society may give any notice to a member either:
 - (1) personally; or
 - (2) by sending it by post in a prepaid envelope addressed to the member at their address; or
 - (3) by leaving it at the address of the member; or
 - (4) by giving it using electronic communications to the member's address.
- c. A member who does not register a current mail or email address with the Society, or who registers only a postal address that is not within the United Kingdom, shall not be entitled to receive any notice from the Society.
- d. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purpose for which it is called.
- e. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be evidence that notice was given.
- f. Proof that a notice contained in an electronic communication was sent shall be evidence that the notice was given.
- g. A notice shall be deemed to be given 72 hours after the envelope containing it was posted or, in the case of an electronic communication, 24 hours after it was sent.
- h. The accidental omission to give notice of any Meeting to any person entitled to receive notice will not invalidate any proceeding by that Meeting.

14. **Changes** to this Constitution must be approved by at least two-thirds of the members entitled and present to vote at an AGM or EGM. Proposal for an alteration to the Constitution must be received by the Secretary at least 21 days before the meeting at which it will be raised. If changes to paras 2, 3 and/or 15 are proposed, approval must be sought in writing from the Charity Commission.

15. The Society may be **Dissolved** by a resolution passed by a two-thirds majority of those entitled to vote and present at an EGM convened for that purpose. Such a resolution should give instructions for the disposal of any assets held by or in the name of the Society. If any property remains after the satisfaction of all debts and liabilities, such property shall be given or transferred to such a charitable institution having objects similar to some or all objects of the Society as the Society may determine, or then to some other charitable purpose.

16. **Disputes.** If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

END

Constitution Accepted by AGM – XXXXXXXX