

# The Royal Charter, Rules and Byelaws

---

of the Royal Air Forces Association

---

Approved by  
**Her Majesty the Queen**  
on the 16th day of November 2016.





## **Table of Contents**

<b>ROYAL CHARTER</b>	4
DEFINITIONS	4
OBJECT	4
POWERS	5
APPLICATION OF INCOME AND PROPERTY	6
MEMBERSHIP	6
PATRON	7
VICE-PATRON	7
LIFE VICE-PRESIDENTS	7
VICE-PRESIDENTS	7
OFFICERS	7
THE COUNCIL	7
CONFERENCES	7
AREAS AND REGIONS	8
BRANCHES	8
RULES	8
AMENDMENT TO CHARTER	8
SPECIAL RESOLUTION	8
APPLICATION OF CHARTER AND RULES	8
SURRENDER OF CHARTER	8
CONSTRUCTION	9
DATE OF EFFECT	9
<b>RULES</b>	10
RULE 1. DEFINITIONS	11
RULE 2. CONSTRUCTION	12
RULE 3. APPLICATION	12
RULE 4. BYELAWS	12
RULE 5. STANDARD REGULATIONS	12
RULE 6. POLICY	13
RULE 7. MEMBERSHIP – CLASSES OF MEMBERSHIP	13
RULE 8. MEMBERSHIP – RIGHTS, PRIVILEGES AND CONDITIONS	14
RULE 9. MEMBERSHIP – VICE-PATRON OF THE ASSOCIATION	14

RULE 10. MEMBERSHIP – LIFE VICE-PRESIDENTS AND VICE-PRESIDENTS OF THE ASSOCIATION	14
RULE 11. MEMBERSHIP – THE OFFICERS OF THE ASSOCIATION	14
RULE 12. MEMBERSHIP – THE PRESIDENT’S POWER TO DELEGATE	14
RULE 13. THE COUNCIL – TENURE	14
RULE 14. COUNCIL – COMPOSITION	14
RULE 15. COUNCIL – FUNCTIONS AND POWERS	15
RULE 16. COUNCIL – PROCEEDINGS	15
RULE 17. COUNCIL – CASUAL VACANCIES	16
RULE 18. CONFERENCE – SUMMONING A CONFERENCE	16
RULE 19. CONFERENCE – REPRESENTATION	16
RULE 20. CONFERENCE – RIGHTS OF LIFE VICE-PRESIDENTS, OFFICERS, MEMBERS OF COUNCIL AND EMPLOYEES	16
RULE 21. CONFERENCE – CONFERENCE BUSINESS	16
RULE 22. CONFERENCE – ANNUAL CONFERENCE COMMITTEE	17
RULE 23. CONFERENCE – DECISIONS OF CONFERENCE	17
RULE 24. AREAS AND REGIONS – AREAS	17
RULE 25. AREAS AND REGIONS – AREA COUNCILS	17
RULE 26. AREAS AND REGIONS – REGIONS	18
RULE 27. BRANCHES – FUNCTION	18
RULE 28. BRANCHES – FORMATION	18
RULE 29. BRANCHES – VIRTUAL BRANCHES	18
RULE 30. BRANCHES – AMALGAMATION, SUB-DIVISION AND CLOSURE	18
RULE 31. BRANCHES – PROPERTY AND ASSETS	19
RULE 32. FINANCE AND ACCOUNTS – PROPERTY	19
RULE 33. FINANCE AND ACCOUNTS – THE ACCOUNTS OF THE ASSOCIATION	19
RULE 34. FINANCE AND ACCOUNTS – THE TREASURER’S RESPONSIBILITIES	19
RULE 35. FINANCE AND ACCOUNTS – GRANTS OR LOANS TO BRANCHES	19
RULE 36. FINANCE AND ACCOUNTS - INVESTMENTS	20
RULE 37. FINANCE AND ACCOUNTS – INVESTMENT OF BRANCH FUNDS	20
RULE 38. FUNDRAISING	20
RULE 39. LIABILITY AND INDEMNITY	21
RULE 40. CONFLICT OF INTERESTS	21
RULE 41. COMPLAINTS PROCEDURE	21
RULE 42. REGISTERED MEMBERS GROUPS	22
RULE 43. THE COMMON SEAL	22

<b>BYELAWS</b>	23
BYELAW 1. AUTHORITY AND DATE OF EFFECT	24
BYELAW 2. BYELAWS AND STANDARD REGULATIONS	24
BYELAW 3. CONSTRUCTION	24
BYELAW 4. MEMBERSHIP – OTHER CLASSES OF MEMBERSHIP	24
Honorary Life Member	24
Junior Membership	24
BYELAW 5. MEMBERSHIP – ADMISSION TO MEMBERSHIP	25
BYELAW 6. MEMBERSHIP – REGISTER OF MEMBERS AND REMOVAL OF MEMBERSHIP	25
BYELAW 7. MEMBERSHIP – SUBSCRIPTIONS	25
BYELAW 8. THE COUNCIL – COMPOSITION	26
BYELAW 9. THE COUNCIL – QUALIFICATION AND REMOVAL	27
BYELAW 10. CONFERENCE – REPRESENTATION	27
BYELAW 11. CONFERENCE AND ELECTIONS – VOTING	28
Voting at Conference	28
BYELAW 12. CONFERENCE – ANNUAL CONFERENCE COMMITTEE	28
BYELAW 13. CONFERENCE – NOMINATIONS FOR ELECTION	28
BYELAW 14. CONFERENCE – NOTIFICATION OF RESOLUTIONS	29
BYELAW 15. CONFERENCE – THE AGENDA	29
BYELAW 16. CONFERENCE – INFORMATION FOR BRANCHES	29
BYELAW 17. REGIONS	29
BYELAW 18. BRANCHES – FORMATION	29
BYELAW 19. BRANCH – BRANCH CLOSURE	30
BYELAW 20. BRANCHES – PRODUCTION OF BOOKS	31
BYELAW 21. BRANCH CLOSURE – FORWARDING OF ACCOUNTS AND FUNDS	31
BYELAW 22. FINANCE AND ACCOUNTS – FINANCIAL YEAR	31
BYELAW 23. FINANCE AND ACCOUNTS – KEEPING OF ACCOUNTS	31
BYELAW 24. FINANCE AND ACCOUNTS – CREDITS TO ASSOCIATION FUNDS	32
BYELAW 25. FINANCE AND ACCOUNTS – EXAMINATION OF ACCOUNTS	32
BYELAW 26. FINANCE AND ACCOUNTS – AVAILABILITY OF ACCOUNTS	32
BYELAW 27. FINANCE AND ACCOUNTS – EXPENSES	32
BYELAW 28. THE JOURNAL OF THE ASSOCIATION	33
BYELAW 29. SUPPLY OF ROYAL CHARTER, RULES, BYELAWS AND STANDARD REGULATIONS	33
BYELAW 30. COMPLAINTS PROCEDURE	33
BYELAW 31. REGISTERED MEMBERS GROUP (RMG)	33

## 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 object;
  - (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 object 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 Areas and may be further sub-divided into geographical Regions. For this purpose a body may be formed in each Area to be known as “the 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**

**THE SUPPLEMENTAL CHARTER WAS APPROVED ON THE 18TH DAY OF OCTOBER 1995.**

**THE COURT AT BUCKINGHAM PALACE, ON THE 16TH 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.**



# The Rules

---

## of the Royal Air Forces Association

---

Approved by  
**Her Majesty the Queen**  
on the 16th day of November 2016.

## 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 any 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 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 or territory, every Branch in that country or territory, shall be allocated to such Area 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 as the Council shall delegate to it.

Provided, in the case of an Overseas Branch, 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 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, 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 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 Byelaws

---

## of the Royal Air Forces Association

---

Approved on the 16th day of 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 16th day of November 2016 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 Central or Area Membership Roll. In the first instance, a member will be allocated to a Branch, 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 its Area headquarters. 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 an Area Roll will be allocated within the Association's budget to facilitate events within the Area (including Regions) at the discretion of the Area 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**

- (1) The prescribed number of Elected Members to be elected by the Conference to the Council shall be eight.
- (2) Each Area Council shall be entitled to elect and nominate one Elected Member to the Council (referred to as an "Area Representative Member"). Any Member of the Council so elected must be a member of the Area Council electing the Member.
- (3) Every Area Representative Member shall have a Deputy elected by the Area Council who may, in the absence of the Area Representative Member, attend and speak but not vote, propose or second motions at Council.
- (4) The three Council members appointed by the Royal Air Force ("Service Representatives") to the Council shall be appointed as determined by the Air Force Board provided that:
  - (a) One of the Service Representatives shall be a serving Non-Commissioned Officer or Airman;
  - (b) Any such Service Representative may appoint some other member of the Royal Air Force to attend and speak but not vote, propose or second motions in their place either generally or for any particular purpose;
  - (c) No Service Representative shall become a Member of the Council until their appointment has been approved by the Council;
  - (d) The Service Representatives 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.
- (5) The Benevolent Fund Representative on the Council shall be nominated by the Trustees of the Royal Air Force Benevolent Fund and the appointment shall not take place until it has been approved by Council.
- (6) The prescribed maximum number of Vice-Presidents of the Association shall be eight.
- (7) Co-opted members are appointed by Council on the recommendation of the Chairman of Council.
- (8) If a casual vacancy occurs amongst the President of the Association, the Treasurer of the Association or the Chairman of the Council 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 predecessor.
- (9) If a casual vacancy occurs in the Vice-Chairmanship of the Council, it shall be filled by the Council from amongst its members and the Vice-Chairman so elected shall hold office for the remaining term of office of his predecessor.
- (10) If a casual vacancy occurs amongst the Elected Members, 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.

- (11) If a casual vacancy occurs amongst the Area Representative Members, it shall be filled by the Deputy Area Representative.
- (12) If a casual vacancy occurs amongst the Service Representatives or the representative of the RAF Benevolent Fund, it shall be filled by the appointing authority.

#### **BYELAW 9. THE COUNCIL – QUALIFICATION AND REMOVAL**

- (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) 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).
- (3) Or:
  - (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 him or her for this reason.
  - (c) Is removed by resolution of the Conference as detailed further in Byelaw 11.
- (4) For the avoidance of doubt a member of Council may resign provided there are ten 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:
  - (a) Branch shall have been constituted in accordance with the conditions and procedures at Byelaw 18 and the Council shall have approved its formation;
  - (b) Audited accounts of the Branch for the preceding financial year shall have been submitted to the appropriate Area Director not less than ten clear days before the first day of the Conference.
- (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**

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

##### *Elections*

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

In the case of a postal or card or electronic vote the number of votes cast by each Branch shall be based on the number of Ordinary, Life and Associate Members, who are registered with the Branch as their home Branch as at 31 December immediately preceding the Conference.

#### **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 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. 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 achievements and what they hope to achieve if elected.

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

A Branch or an Area Council wishing to move a resolution at an Annual Conference shall give notice in writing to the Secretary General 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 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 or Life Members of the Association or eligible for such membership, and preferably either residing or having their place or business or employment in the area of the proposed Branch;

- (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.

#### **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 the Area Director to form a Registered Members' Group (RMG).
- (2) The prescribed procedure for closing a non-effective Branch 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 concerned or, if there is no such Area Council, by the Council;
  - (b) The Area Director (or, if the resolution has been passed by the Council, the Secretary General) 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 be forwarded with a copy of the Rules and Byelaws.
  - (d) 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 Area Director or the Secretary General or, in default of such election, as the Area Council or the Council may determine.  
Provided that, if before the expiration of the prescribed notice the Branch makes representations 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 those representations have been considered and an opportunity has been given to the Branch to state its case against the said decision.
- (3) The prescribed procedure for closing a delinquent Branch 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 concerned or, if there is no such Area Council, by the Council;
  - (b) After the resolution has been passed, the Secretary General shall instruct the Secretary or, if there is no Secretary, some other Officer of the Branch to convene a Special General Meeting of the Branch on a date not later than 28 days after the receipt of the instructions;
  - (c) The instruction from the Secretary General shall be forwarded with full particulars of the allegations made against the Branch and with a copy of the Rules and Byelaws;
  - (d) Seven days' notice in writing of the date, time and place of such Special General Meeting shall be given by the Secretary or other Officer convening the meeting to the Secretary General, and a representative appointed by the Council shall be entitled to attend such meeting;
  - (e) If the Special General Meeting of the Branch is not held within the 28 day period or such extended period as the Council may allow, the meeting shall be convened by the Council by written notice to each member of the Branch to his last known address, and shall be deemed to have been received within 14 days of posting;
  - (f) Unless at such Special General Meeting resolutions are passed by the Ordinary, Life and Associate Members present declaring their intention to remedy the matters of which complaint has been made (if capable of being

- so remedied) and undertaking not to commit future breaches, the case shall be referred to the Council at a meeting of which previous notice shall have been given of intention to consider the closure of the Branch;
- (g) At the meeting of the Council the Branch Secretary or other authorised Officers of the Branch concerned shall be given an opportunity of stating their case and the Council may, after considering such a case and any other relevant factors, determine that the Branch shall be closed as from such date as is fixed by the Council, not being less than 28 days from the date of the said meeting;
- (h) A Member of the Council or an Area Representative Member 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 Council at which such closure is being considered;
- (i) 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;
- (j) The decision of the Council shall be notified to the Branch and to the Area concerned, and if the decision is to close the Branch it shall take effect as from the date fixed by the Council.

Provided, if before that date the Council is notified by the Branch it has passed the resolutions which would have been passed at the Special General Meeting, the decision shall not take effect and shall be deemed never to have been reached.

- (4) The Officers and Members of the Committee of the Branch which has been closed under this Rule shall be deemed to be responsible for the conduct of the Branch and, as from the date on which the closure takes effect, shall cease to be members of the Association with the same consequences as if they had been expelled.  
Provided this paragraph shall not apply to any Officer or Member of the Committee who satisfies the Council either they did not support or that they had subsequently disassociated themselves from the said conduct. Any person wishing to avail themselves of the exemption afforded by this proviso shall be given the opportunity of being heard in person by the Council, if they so desire, but failure to appear in person shall not prejudice the consideration of any written statement they may have submitted.
- (5) Subject as aforesaid, the members of the Branch shall be transferred to such other Branch or Branches as they may elect by notice in writing to the Area Council or, in default of such election, as the Area Council may determine.

#### **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 accounts of all Branches and Branch Clubs shall be provided to their Area Director 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) Designated funds may be held for each Area which may comprise all monies paid or donated to that Area specifically for its purpose and benefit; and
- (3) All monies donated to or raised by that Area specifically for its purpose and benefit with such approval as may be required by the Council.
- (4) 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 a qualified auditor or independent examiner whose appointment shall be made by the Branch at the Branch Annual General Meeting.

Provided that:

- (2) A qualified auditor or an independent examiner shall be appointed where the gross annual income or expenditure of the Branch exceeds £25,000 or where the Council or the Area Council directs a qualified auditor or an independent examiner be appointed.
- (3) A qualified auditor or independent examiner shall be appointed in any case where a Branch has a Branch Club and the gross annual turnover of the Branch Club exceeds £25,000 or such other amount as the Council may direct. The qualified auditor or independent examiner shall, in these circumstances, audit the accounts of both the Branch and the Branch Club.
- (4) Subject to UK legislation or regulation requirements, where a Branch meets such conditions as are laid down by the Council, then the requirement for a qualified auditor to audit the accounts of both the Branch and the Branch Club shall not, following application to and approval by the Council, apply.
- (5) The Council, or the Area Council, may require an additional examination of the accounts of a Branch shall take place by a qualified auditor or independent examiner approved by the Council or Area Council.

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

The annual 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) The prescribed procedures for forming a new Registered Members Group (RMG) are:
  - (a) An application for the formation of a new RMG from a closing 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.
  - (a) 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.
- (4) RMGs are not permitted to hold funds or to open or operate bank or other accounts in the name of the RMG.



**ROYAL  
AIR FORCES  
Association**

The charity that supports the RAF family



**Patron: Her Majesty The Queen**  
Registered Charity 226686 (England & Wales), SC037673 (Scotland).

