

AIRBORNE ENGINEERS ASSOCIATION

(AEA)

RULES

3 October 2009

RULES OF THE AIRBORNE ENGINEERS ASSOCIATION (AEA)

1. The Airborne Engineers Association (AEA) was formed as a charity on 03 March 1992, registered by the Charity Commissioners for England and Wales for general charitable purposes, giving a service, with power to raise funds and given registered number 1009201.
2. The AEA is governed by Rules approved by its Council and passed by the AEA in General Meeting. The Rules are subject to amendment only by a resolution passed in a General Meeting of the AEA.

Title, Motto and Objects.

3. **Title.** The title of the Association is the “Airborne Engineers Association” hereinafter referred to as the AEA.
4. **Motto.** The motto of the AEA is “ **Service not Self**”.
5. **Objects.** The objects of the AEA are:-
 - a. To promote and maintain contact between and with former and current members of airborne units of the Corps of Royal Engineers (hereinafter referred to as “the Corps”), to foster mutual friendship and support.
 - b. To promote and maintain friendly contact between all members of the AEA and all members of the Royal Engineers Association (REA).
 - c. To provide a focus for social and other gatherings of members of the AEA.
 - d. To provide assistance to members of the AEA who require access to welfare or benevolence.
 - e. To preserve the memory and traditions of airborne units of the Corps.

Organization.

6. **The AEA.**
 - a. **The AEA** shall consist of a Council and as many Branches as are authorized from time to time by the Council and approved by the AEA in a General Meeting. The following six (6) Branches are currently authorized:-

Aldershot
Birmingham
Chatham
Scotland
Yorkshire
299 Branch AEA

b. The Council.

(1). **Trustees.** In accordance with the requirements of the Charity Commissioners for England and Wales, three members of the AEA shall be appointed Trustees of the AEA. These Trustees shall be members of the Council and may hold additional appointments on the Council.

(2). The AEA shall be governed by a Council consisting of the three (3) Trustees and up to eight (8) honorary members. The maximum number of members of the Council shall be determined by the AEA in a General Meeting but unless and until so fixed, the maximum number of members of the Council shall be eleven (11), and the minimum number shall be eight (8), each number including the three Trustees.

(3). At the first Annual General Meeting (AGM) held after the adoption of these Rules, all the members of the Council for the time being shall retire from office and being eligible, may offer themselves for re-election. At the AGM in every subsequent year one third of the members of the Council shall retire from office.

(4). A retiring member of the Council shall be eligible for re-election.

(5). **Composition of the Council.** The Council shall consist of the three Trustees, who shall be elected or re-elected at each AGM and the following honorary members all of whom shall also be elected or re-elected at each AGM:-

The President (but see also Rule 7.d.)
Two Vice Presidents (but see also Rule 7.e.)
Chairman
Secretary General
Treasurer
Membership Secretary
Editor of the AEA Journal

Notes (1). The three Trustees may be appointed from any of the above and would normally be the President and the two Vice-Presidents but not necessarily so. The normal initial tenure of appointment for a Trustee shall be three years but a retiring Trustee shall be eligible for re-election.

(2). Should any duly elected member of the Council be unable to perform his/her duties for whatever reason for a period of six months or more he/she shall resign and the Council shall then appoint a replacement in his/her place. Such an appointee shall serve until the next AGM but a retiring appointee being eligible may stand for re-election.

(6). **Council Advisors.** The Council may appoint Advisors, to assist it in carrying out its duties, including:-

Archivist and Property
Entertainment
Welfare
Shop Manager
IT and Webpage
Plus any others who may be required from time to time.

Such Advisors shall be appointed annually by the Council at each AGM and any Advisors so appointed may be removed by it. For the duties of Advisors please see Regulations for the Airborne Engineers Association (AEA) 2009.

7. The Powers and Duties of the Council.

a. In furtherance of the stated objects of AEA (see Rule 5), the Council shall have the following powers :-

(1) To borrow and raise money for the furtherance of the objects of the AEA In such manner and on such security as the Council may think fit subject always to such consents as may be required in law.

(2) To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations or otherwise provided that this shall be without prejudice to the ability of the Council to disclaim any gift, legacy or bequest in whole or in part in such circumstances as the Council may think fit and provided also that the Council shall not undertake any permanent trading activities in raising funds for the above mentioned charitable objects.

(3) To draw, make, accept, endorse, discount, execute, and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments.

(4) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain and alter any buildings or erections which the Council may think necessary for the promotion of its objects.

(5) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the AEA with a view to the furtherance of its objects.

(6) To employ and pay such architects, surveyors, solicitors and other professional persons, clerks and other staff as are necessary for the furtherance of its objects.

(7) To make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(8) To make grants, gifts or donations to AEA members in particular distress or need (hereinafter referred to as beneficiaries) provided such sum or sums shall be considered as exceptional and not an undertaking of regular support to any individual.

(9) To pay for items, services or facilities by way of donations or subscriptions to charitable institutions or organizations which provide or which undertake to provide such items, services, or facilities for a beneficiary.

(10) To invest the moneys of the AEA not immediately required for the furtherance of its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.

(11) To subscribe to or co-operate with any other charitable organization, society or body not formed or established for purposes of profit whose objects are wholly or in part similar to those of the AEA and which by its constitution prohibits the distribution of its income and property amongst its members.

(12) To pay to any member of the Council and any member of the Executive Committee of an authorized Branch, reasonable out-of-pocket expenses incurred by that member personally when engaged on activities in furtherance of the objects of the AEA. This ruling applies also and equally to an elected Advisor.

(13) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

b. In the exercise of these powers and in the management of the conduct of the AEA, the members of the Council shall always be mindful that they are the persons having general control and management of the administration of the Charity. This applies in particular to the Trustees who have unlimited liability both as an individual Trustee or collectively as one of the three Trustees.

c. **Branches.**

(1). In furtherance of these powers the Council may delegate to the duly elected Executive Committee of an authorized Branch the day to day running of that Branch of the AEA.

(2). All authorised Branches are to comply with the Rules of the AEA and any directives issued by the Council in furtherance of its powers and duties.

(3). The Council also has the power to close down any such authorized Branch, which fails to reach the standards expected and required of it.

d. The President.

- (1). The Council may appoint a President of the AEA to fill a vacancy and to hold office until the conclusion of the next following AGM.
- (2). The President so appointed shall be eligible for election by the members at this AGM, to hold office until the conclusion of the AGM five years later.
- (3). A retiring President is eligible and may offer himself/herself for re-election, to hold office until the conclusion of the AGM a further three years later.
- (4). The AEA in general meeting may remove the President before the expiration of his/her period in office. See Rules 17 and 18 below.

e. The Vice Presidents.

- (1) The Council may appoint up to two Vice Presidents of the AEA each to fill a vacancy and to hold office until the conclusion of the next following AGM.
- (2) Such a Vice President shall on retiring be eligible for election at this AGM to hold office until the conclusion of the AGM three years later.
- (3) The AEA in general meeting may remove a Vice President before the expiration of his/her period in office. See Rules 17 and 18 below.

f. The Chairman.

- (1) The Council shall appoint its Chairman from nominations submitted to it by Branch Executive Committees (BEC's). If no such nominations are received, the Council shall take steps to find a suitable candidate.
- (2) Such an appointee shall hold the office until the conclusion of the next following AGM
- (3) Such Chairman shall on retiring be eligible for election at this AGM to hold office until the conclusion of the AGM three years later.
- (4) With the prior written agreement of the incumbent he/she may offer himself/herself for re-election at this latter AGM for up to a maximum of a further two years.
- (5) The Council may remove the Chairman before the expiration of his/her period in office. See Rules 17 and 18 below.

8. Branch Executive Committee (BEC) of an Authorized Branch.

- a. The BEC of an authorized Branch shall consist of the following honorary members all of whom shall have been elected or re-elected by the Branch in general meeting and confirmed by the Council of the AEA. Any BEC member so elected and confirmed by the Council of the AEA may be removed by the Council:-

Branch President
Branch Chairman
Branch Secretary
Branch Treasurer
Three Branch Members

b. The BEC when confirmed by the Council shall be governed by the following rules:-

- (1) The BEC shall meet whenever its Chairman deems it necessary but no fewer than three times per year.
- (2) The BEC shall comply with directives from the Council and shall be responsible to the Council for the execution of policies laid down by the Council. In particular each BEC shall nominate a suitable and willing candidate to the Secretary General for the office of Chairman AEA when requested to do so by the Council
- (3) The BEC shall fully and promptly report all acts and proceedings to the Council as soon as it is practicable by means of Minutes, Action Notes, Reports, or other means, as decided by its Chairman.
- (4) Subject to the approval of the Council, the BEC shall have the power to co-opt any person or persons but such person or persons shall not have the power to vote.
- (5) Subject also to the approval of the Council, the BEC shall have the power to raise its own annual subscription from its own members.
- (6) Three voting members present shall form a quorum. In the event of an equality of votes, the Chairman shall have a second or casting vote.
- (7) The BEC may elect a person to be a Branch Honorary Member even though he/she is not eligible to join the AEA. (See Rule 15.b. below). Such a Branch Honorary Member shall not pay the Branch Annual Subscription but may of course make a suitable donation to the Branch if so desired. Such a Branch Honorary Member may also attend Branch Meetings and AEA General Meetings but shall not have the power to vote at any such Meetings.

9. **Minutes / Action Notes**

The Secretary General shall cause Minutes / Action Notes of all resolutions and proceedings in General and Council Meetings and such Minutes / Action Notes shall, upon questions put and a vote taken thereon, either at that meeting or at some subsequent and appropriate meeting, be signed by the Chairman and, when signed by the Chairman, shall be conclusive evidence of the correctness of the entry. Such Minutes / Action Notes shall be sent to those entitled to attend such meetings within four weeks of the date of the said meeting.

10. Voting

- a. Every resolution at General, Council and BEC meetings shall be decided by a simple majority of votes of those present and entitled to vote.
- b. In the event of equality of votes the Chairman shall have a second or casting vote.
- c. The Council shall have the power to call for a postal vote of all registered Members should the need arise. In particular this shall apply to the tabling of a motion at an AEA General Meeting which seeks to alter fundamentally the objects or ethos of the AEA.

11. Rules of the AEA

- a. The Secretary General shall send a copy of these Rules to each Member, of whatever category, when he or she first becomes a Member of the AEA.
- b. The Secretary General shall also send a copy of any additions, deletions and amendments to these Rules, as may be duly made from time to time, to each Member in current membership of the AEA and within four weeks of such changes having been agreed by the Council.

12. Accounts

The Treasurer AEA and each Branch Treasurer shall keep books of accounts and their Annual Accounts and Balance Sheet as at 30 June annually, shall be audited by the AEA's auditors.

13. Annual Accounts

At each AGM, an audited income and expenditure account and balance sheet of the AEA, made up to the preceding year-end, shall be laid before the Members.

14. Subscriptions

- a. For the purposes of this Rule the Subscription Year shall mean the period of 12 months ending on 30 June in each calendar year.
- b. The rate of the **Joining Subscription**, which confers life membership on the applicant, shall be fixed for the ensuing year by the Council and notified at the previous AGM. This Joining Subscription shall be non-returnable for whatever reason unless decided otherwise by the Council.
- c. The rate of **Annual Subscription** shall be fixed for the ensuing year by the Council and notified at the previous AGM. This Annual Subscription includes the cost of three editions of the AEA Journal plus postage and packing and enables the individual member to take part in the affairs of the AEA and his/her Branch. See Rule 14.d. below.

- d. Any Member whose annual subscription has expired shall not be eligible to attend or vote at a General, Council, BEC or Branch meeting or remain a member of the Council, BEC or one of their duly appointed committees until such time as his or her outstanding subscription has been received in full by the AEA Treasurer or BEC Treasurer or in his/her absence, by another member of the Council or BEC.
- e. **Branch Annual Subscription.** A BEC shall have the power to raise a Branch Annual Subscription, agreed at a Branch General Meeting and subject to the written approval of the Council. This step is necessary because the Trustees on the Council are accountable to the Charity Commissioners for the administration of the AEA, because it is a registered charity.

15. Membership Categories

- a. There are four categories of membership:-

Ordinary Member (OM) - Entitled to vote subject to Rule 14.

Note. The term “Ordinary” is used simply to differentiate an OM from an Honorary Member. It is fully appreciated that members of the AEA are far from ordinary!

Branch Honorary Member - Not entitled to vote.

Honorary Life Member - Entitled to vote.

Life Vice President - Entitled to vote.

- b. Conditions of Membership.

Ordinary Member. Any person who has served on the posted strength of an Airborne Engineer unit or any member of the Corps who has served on the posted strength of a Special Forces unit but the Council reserves the power to veto an application for membership if it considers it is in the best interests of the AEA to do so. Such applicant has no right of appeal and his/her Joining Subscription shall be returned in full if already lodged.

Branch Honorary Member. Any person elected by a BEC to be a Branch Honorary Member is welcome to attend Branch and AEA meetings but is not entitled to vote.

Honorary Life Member. As for an Ordinary Member, who in the unanimous opinion of the Council has rendered special service to the AEA. Nominations for consideration for election as an Honorary Life Member must be made by a BEC to the Secretary General by 31 July each year.

Life Vice President. As for an Ordinary Member or an Honorary Life Member, who in the unanimous opinion of the Council has made an exceptional contribution to the AEA over at least 10 years continuous service but this may be varied in exceptional circumstances, again by the unanimous vote of the Council. This is the highest honour which can be awarded by the AEA. Nominations for consideration for election as a Life Vice President must be made by a BEC or the Chairman of the Council to the Secretary General by 31 July each year.

c. The Council shall have the power to recommend to an AGM changes in the categories of membership.

16. Commendation and Honours

a. **President's Commendation**

(1) An award known as "**The President's Commendation**" may be made annually to any AEA member who, in the opinion of the President, has given particularly meritorious service to the AEA or one of its Branches. Nominations may be made by any Member but would carry more weight if made by a BEC. The Chairman of the Council may similarly submit a nomination for a Member whose meritorious service covers the AEA as a whole.

(2) The President may be assisted in his deliberations by two members of the Council, normally the two Vice Presidents or by two other members of the Council.

(3) Nominations, including a citation, must be made in writing to reach the Secretary General by 15 August each year and must remain confidential until an announcement has been made at the AEA's Annual Dinner. Unsuccessful nominees shall under no circumstances be informed that they had been nominated.

(4) Successful nominees will be presented by the President with a certificate and a distinctive badge, if possible, at the AEA's Annual Dinner.

b The second highest Honour is an **Honorary Life Member**. See also Rule 15.b.above

c The highest honour that the AEA can award to a member is to appoint him/her an **Honorary Life Vice President**. See Rule 15.b. above.

17. Breach of Rules.

a. The Council shall have the power in respect of a Member of whatever category i.e., Ordinary Member, Branch Honorary Member, Honorary Life Member, Life Vice President, Vice President or the President who is in breach of the Rules.

- b. The Council shall have the power to recommend to the AGM changes in categories of membership.
- c. The Council shall have the power to suspend from membership of the AEA any Ordinary Member who is in breach of the Rules or found guilty of any misconduct bringing the AEA into disrepute. The Council may alternatively and additionally impose such other penalty as it deems appropriate in the circumstances.
- d. For second or subsequent offences the Council may withhold indefinitely membership of the AEA from the offending person.
- e. The AEA in General Meeting shall have the power to suspend from the appointment any Honorary Life Member, Life Vice President, Vice President or the President.

18. **Appeals**

- a. Any offending member, as defined in Rule 17.c and 17.d above shall have the right of appeal to a SGM or the AGM, whichever is the sooner, against a decision of the Council.
- b. Any appeal must be lodged within 14 days of the decision being appealed against having been promulgated, in writing with the Secretary General or, if it is that incumbent who is appealing, then the appeal must be lodged with the President of the AEA. The Secretary General or the President, as appropriate, shall then appoint an Appeal Committee of not less than three Members who have not previously been involved in adjudication of the matter.
- c. There must be lodged at the same time as the appeal, the sum of £50, which shall be returned to the appellant in the event of the appeal being successful.
- d. All appeals must be heard with all possible expedition.
- e. The appellant may elect for the appeal to be heard by written or oral submission but in either case, the language used shall be English.
- f. The findings and recommendations of the Appeal Committee shall be put to the Council, which shall then confirm, alter or reject the recommendations.
- g. There shall be no appeal against this decision of the Council.

19. **Frequency and Types of Meetings.**

a. General Meetings

(1). **Annual General Meeting (AGM).** The AGM shall be held annually and normally in October or November, at which the following business will be transacted:-

To receive the audited Annual Accounts and Balance Sheet for the 12 months period ended on 30 June just passed.

To receive the Annual Report for the same period.

To elect or re-elect all members of the Council and its Advisors.

To amend, alter or delete any of these Rules, of which notice must have been given in the Notice convening the AGM.

To take any other business of which due notice has been given to the Secretary General by a BEC.

(2). **Special General Meeting (SGM).**

(a) The President, Chairman or six members of the Council may requisition a SGM, through the Secretary General, on sending to all Members, fourteen clear days notice in writing, specifying the business to be transacted thereat. Such meeting shall only be convened to meet on a Saturday or Sunday. No business shall be taken other than that contained in the Notice convening the SGM.

(b) The Council shall call a SGM at any time upon the written requisition of any forty Members but again the same restrictions apply as in Rule 19.a. (2) (a) above.

(c) No resolution shall be deemed to be carried at any SGM unless at least two thirds of the Members, present, eligible and voting, vote in favour.

(3). **Ordinary General Meeting (OGM).**

The Council or a BEC may convene an OGM at any time to enable its Members, in general, to discuss and vote on matters concerning them or their Branch. Such Meetings shall be recorded in the normal way. See Rule 9.above.

b. Council Meetings.

(1). The Council will normally meet every four months. At least 21 clear days notice shall be given by the Secretary General to all Council members, together with the Agenda for the meeting. Similar notice shall be given to all Advisors requested to attend.

(2). The quorum for a Council Meeting shall be five including at least one Trustee. If the Chairman is unable to attend, for whatever reason, the remaining members of the quorum shall elect one of their number to act as Chairman for that meeting.

20. **Official Announcements**

All official announcements of the AEA as printed and distributed to Members currently in membership of the AEA, shall be deemed to have been notified to all persons subject to these Rules. Similarly, publication in The Airborne Engineers Journal shall be deemed likewise.

21. **Regulations**

The Council has the power to make Regulations for the day to day running of the AEA and its administration not inconsistent with these Rules and such Regulations shall, after due notice has been given, be adhered to by all persons subject to these Rules. Due notice in this context shall be 30 days after promulgation by the Council

22. **Winding up of the AEA**

If, upon the winding up or dissolution of the AEA, there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to nor distributed among its members but shall be given or transferred to some other charitable institution or institutions having objects similar to its own objects.