

# CONSTITUTION FOR A CHARITABLE UNINCORPORATED ASSOCIATION

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## CONSTITUTION

### 1. Name

The name of the Association is Royal Fleet Auxiliary Association (“the Association”)

### 2. Objects

The objects of the Association are

- 2.1 To further the efficiency of the Royal Fleet Auxiliary Service (“the Service”) in particular but not exclusively by:
  - (a) fostering esprit de corps and preserving the traditions of the Service and perpetuating its deeds; and
  - (b) perpetuating the memory of those members of the Service who have died in the service of their country; and
- 2.2 To relieve members or former members of the Service or their dependants who are in need, hardship or distress by:
  - (a) making grants of money to them; or
  - (b) providing or paying for goods, services or facilities for them; or
  - (c) making grants of money to other persons or bodies who provide goods, services or facilities to those in need; or
  - (d) providing advice and counselling to them during bereavement or injury or during times of crisis or conflict.

### 3. Powers

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To promote or carry out research
- 3.2 To provide advice
- 3.3 To publish or distribute information
- 3.4 To co-operate with other bodies
- 3.5 To support, administer or set up other charities

- 3.6 To develop an area and branch structure throughout the United Kingdom and world-wide
- 3.7 To raise funds (but not by means of **taxable trading**)
- 3.8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 3.9 To acquire or hire property of any kind
- 3.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 3.11 To make grants or loans of money and to give guarantee
- 3.12 To set aside funds for special purposes or as reserves against future expenditure
- 3.13 To deposit or invest funds in any manner (but to invest only after obtaining advice from a **financial expert** and having regard to the suitability of investments and the need for diversification)
- 3.14 To delegate the management of investments to a financial expert, but only on terms that:
  - 3.14.1 the investment policy is recorded **in writing** for the financial expert by the **Committee**
  - 3.14.2 every transaction is reported promptly to the Committee
  - 3.14.3 the performance of the investments is reviewed regularly with the Committee
  - 3.14.4 the Committee are entitled to cancel the delegation arrangement at any time
  - 3.14.5 the investment policy and the delegation arrangement are reviewed at least once a **year**
  - 3.14.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt
  - 3.14.7 the financial expert must not do anything outside the powers of the Committee

- 3.15 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
- 3.16 To insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 3.17 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
- 3.18 To enter into contracts to provide services to or on behalf of other bodies
- 3.19 To pay the costs of forming the Association
- 3.20 To do anything else within the law which promotes or helps to promote the Objects
- 3.21 To grant honorary or associate membership to any individual interested in furthering the aims of the Association

#### **4. Membership**

- 4.1 **Full Membership** of the Association is open to all serving and retired Royal Fleet Auxiliary (RFA) personnel and their spouses and to all civilian and Armed Forces Personnel who have served on board ships of the RFA or in RFA headquarters and any organisation interested in promoting the Objects
- 4.2 The Committee may establish different classes of membership and set appropriate rates of subscription
- 4.3 The Committee must keep a register of **members**
- 4.4 A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount owing
- 4.5 A member may resign by **written** notice to the Association
- 4.6 The Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 **clear days** after receiving notice)

4.7 Membership of the Association is not transferable

## 5. General Meetings

5.1 All members are entitled to attend general meetings of the Association in person and a member organisation is entitled to an **authorised representative** (*Amended 18/08/06*)

5.2 General meetings are called by 21 clear days' written notice to the members specifying the business to be transacted

5.3 There is a quorum at a general meeting if the number of members (or authorised representatives) personally present is at least 30 (or 5% of the members if greater) (*Amended 06/05/05*)

5.4 The **Chair** or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting

5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the Full members present in person or through an authorised representative (*Amended 18/08/06*)

5.6 Except for the chair of the meeting, who has a second or casting vote, every member present in person or (in the case of a member organisation) through an authorised representative is entitled to one vote on every issue

5.7 An **AGM** must be held in every year (except that the first AGM may be held at any time within 18 **months** after the adoption of this constitution)

5.8 At an AGM the members:

5.8.1 receive the accounts of the Association for the previous financial year

5.8.2 receive the report of the Committee on the Association's activities since the previous AGM

5.8.3 elect **elected Committee members** to replace those retiring from office

5.8.4 elect from among the members of the Association the **Chair** of the Association for the following year

5.8.5 appoint an auditor or **independent examiner** for the Association where required

- 5.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association
  - 5.8.7 discuss and determine any issues of policy or deal with any other business put before them
  - 5.8.8 Members unable to attend the AGM in person may appoint a proxy, made in writing in advance of the meeting in approved form. Where the Chair of the meeting is so appointed, the Member may give instructions on each issue to be voted upon *(Amended 18/08/06)*
- 5.9 An **EGM** may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least 10 members

## 6. The Committee

- 6.1 The Committee as **charity trustees** have control of the Association and its property and funds
- 6.2 The Committee when complete consists of at least three and not more than seventeen individuals, all of whom must be members (but must not be paid employees) of the Association, or ex-officio i.e.
  - 6.2.1 the Chair
  - 6.2.2 five members elected from the general membership ("**elected Committee Members**") *(Amended 18/08/06)*
  - 6.2.3 five members to be elected by the general membership from candidates nominated by branches in each Area as defined under Rule 3.6 (Powers) ("**Area Members**") *(Amended 18/08/06)*
  - 6.2.4 three ex-officio members, namely one representing the Commodore RFA, and two RFA seagoing staff nominated by the RFA Central Benevolent Fund Committee ("**ex-Officio Members**") *(Amended 18/08/06)*
  - 6.2.4 up to three members may be co-opted by the Committee to hold office until the next AGM ("**co-opted Committee members**")
- 6.3 All **elected** and **user** members of the Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office. A Committee member may be re-elected or re-appointed, but cannot serve more than six years continuously.

- 6.4 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Committee.
- 6.5 A Committee member automatically ceases to be a member of the Committee if he or she:
- 6.5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
  - 6.5.2 is incapable, whether mentally or physically, of managing his or her own affairs
  - 6.5.3 is absent from two consecutive meetings of the Committee without good cause
  - 6.5.4 ceases to be a member of the Association (but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of the Association)
  - 6.5.5 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
  - 6.4.6 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 6.6 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
- 6.7 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

## **7. Committee Meetings**

- 7.1 The Committee must hold at least three meetings each year, of which at least one shall be a physical meeting. *(Amended 18/08/06)*
- 7.2 A quorum at a Committee meeting is three members
- 7.3 A committee meeting may be held either in person or through telephone conferencing, or other electronic means agreed by the Committee in which each participant may communicate with all other participants *(Amended 18/08/06)*

- 7.4 The Chair or (if the Chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- 7.5 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.

## **8. Powers of Committee**

The Committee have the following powers in the administration of the Association.

- 8.1 to appoint a Treasurer and other honorary officers
- 8.2 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Committee member and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.3 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 8.4 to make Rules consistent with this Constitution about the Committee and sub-committees
- 8.5 to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds)
- 8.6 to resolve or establish procedures to assist the resolution of disputes within the Association
- 8.7 to exercise any powers of the Association which are not reserved to a general meeting

## **9. Property & Funds**

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association or the Committee.

- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
- 9.2.1 under clauses 3.16 (indemnity insurance) and 9.2.6 (fees)
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association.
  - 9.2.3 interest at a reasonable rate on money lent to the Association
  - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Association
  - 9.2.5 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
  - 9.2.6 any Committee member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Association on the instructions of the other Committee members but (i) only if the procedure prescribed by clause 9.3 is followed in selecting the member, firm or company concerned and setting the fees and (ii) provided that this provision may not apply to more than one half of the Committee members in any financial year
  - 9.2.7 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
  - 9.2.8 in exceptional cases, other payments or material benefits (but only with the prior written approval of the **Commission**)
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
- 9.3.1 declare an interest before discussion begins on the matter
  - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
  - 9.3.3 not be counted in the quorum for that part of the meeting
  - 9.3.4 withdraw during the vote and have no vote on the matter
- 9.4 Any **trust corporation** which is appointed as a **holding trustee** or any nominee for the Association may be paid reasonable fees

- 9.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause **3.12** until needed
- 9.6 Investments and other property of the Association may be held:
  - 9.6.1 in the names of the Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 1993)
  - 9.6.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions
  - 9.6.3 in the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Committee
  - 9.6.4 in the name of a trust corporation as a holding trustee for the Association, which must be appointed (and may be removed) by deed executed by the Committee
  - 9.6.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court

## **10. Records & Accounts**

- 10.1 The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
  - 10.1.1 annual reports
  - 10.1.2 annual returns
  - 10.1.3 annual statements of account
- 10.2 The Committee must keep proper records of:
  - 10.2.1 all proceedings at general meetings
  - 10.2.2 all proceedings at Committee meetings
  - 10.2.3 all reports of sub-committees
  - 10.2.4 all professional advice obtained

- 10.3 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association
- 10.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Association's reasonable costs (as required by the Charities Act 1993)

## **11. Notices**

- 11.1 Notices under the Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or in any newsletter distributed by the Association
- 11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)
- 11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
  - 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
  - 11.3.2 two clear days after being sent by first class post to that address
  - 11.3.3 three clear days after being sent by second class post or overseas post to that address
  - 11.3.4 on the date of publication of a journal or newspaper containing the notice
  - 11.3.5 on being handed to the member or its authorised representative personally or, if earlier
  - 11.3.6 as soon as the member acknowledges actual receipt
- 11.4 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

## **12. Amendments**

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

- 12.1 The members must be given 21 clear days notice of the proposed amendments
- 12.2 No amendment may be made to clause 2 (Objects), clause 9.2, clause 9.3 or this clause without the prior consent in writing of the Commission.

### **13. Dissolution**

- 13.1 If at any time the members at a general meeting decide to dissolve the Association, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs
- 13.2 After making provision for all outstanding liabilities of the Association, the Committee must apply the remaining property and funds in one or more of the following ways:
  - 13.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
  - 13.2.2 directly for the Objects or charitable purposes within or similar to the Objects
  - 13.2.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 13.3 A final report and statement of account relating to the Association must be sent to the Commission

### **14. Interpretation**

In this Constitution:

14.1 "AGM" means an annual general meeting of the members of the Association

"area of benefit" means United Kingdom and world-wide

"the Association" means the charity comprised in this constitution

"authorised representative" means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association

"the RFA Community ashore" means retired personnel and their spouses, the families of serving personnel, and all members of the Association of whatever condition

“the Chair” means the chair of the Association elected at the AGM

“charity trustees” has the meaning prescribed by section 97(1) of the Charities Act 1993

“clear day” means 24 hours from midnight following the triggering event

“the Commission” means the Charity Commission of England and Wales

“the Committee” is the governing body of the association

“EGM” means the extraordinary general meeting of the Charity

“financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

“fundamental change” means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association

“holding trustee” means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal

“independent examiner” has the meaning prescribed by section 43(3)(a) of the Charities Act 1993

“material benefit” means a benefit which may not be financial but has a monetary value

“member” and “membership” refer to membership of the Charity

“months” means calendar months

“objects” means the objects of the Charity as defined in clause 2 of the constitution

“taxable trading” means carrying on a trade or business on a continuing basis for the principle purpose of raising funds and not for the purpose of actually carrying out the Objects

“written” or “in writing” refers to a legible document on paper including a fax message

“year” means a calendar year

- 15.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.