

A Name

The name of the society is THE CAMBRIDGE UNIVERSITY AIR SQUADRON ASSOCIATION (“the Association”)

B Administration

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by Clause G of this Constitution (“the Executive Committee”).

C Aim

The aim of the Association (“the aim”) is to encourage and promote opportunities for contact between members of the Association with each other and with members of Cambridge University Air Squadron (“CUAS”)

D Powers

In furtherance of the aim but not otherwise the Executive Committee may exercise the following powers:-

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the aims and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- (v) power to invest the funds of the Association as the Executive Committee may think fit;
- (vi) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the aims and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

- (vii) power to co-operate with other societies, voluntary bodies and statutory authorities operating in furtherance of the aims or of similar purposes and to exchange information and advice with them;
- (viii) power to establish or support any charitable trusts, associations or institutions formed for any or all of the aims;
- (ix) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (x) power to appoint members to fill casual vacancies in the Executive Committee;
- (xi) power to do all such other lawful things as are necessary or expedient for the achievement of the aims (including the making of donations to CUAS for the benefit of CUAS and/or members of CUAS).

E Membership

- (1) Membership of the Association shall be open to any former member of CUAS interested in furthering the aims and who has paid the subscription laid down from time to time by the Executive Committee.
- (2) Every member shall have one vote.
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F Honorary Officers

- (1) The Officer Commanding CUAS shall be an *ex-officio* member of the Executive Committee.
- (2) At the annual general meeting of the Association the members shall elect from amongst themselves a President, Chairman, Secretary, Treasurer and Events Secretary, who shall hold office from the conclusion of that meeting. The term of office for the President, Chairman and Treasurer shall be three years; for all other members of the Executive Committee the term of office shall be one year.

- (3) Three Trustees shall be chosen and removed (if at all) by the Executive Committee from time to time in accordance with Clause L(1) of this Constitution.

G Executive Committee

- (1) The Executive Committee shall consist of not less than 5 nor more than 12 members being:-
 - (a) the honorary officers specified in the preceding clause
 - (b) not more than 7 members elected at the annual general meeting each of whom shall hold office from the conclusion of the meeting for a period of 1 year
 - (c) any members appointed by the Executive Committee to fill a casual vacancy in the membership of the Executive Committee. A member appointed to fill a casual vacancy shall retire at the time when the member whose place is filled would have retired. Where such an appointment is for a period of more than 12 months the appointment shall be confirmed by the next following annual general meeting.
- (2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause J(1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (4) Nobody shall be appointed as a member of the Executive Committee who would if appointed be disqualified under the provisions of clause H.

H Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

- (2) is absent without the permission of the Executive Committee from all their meetings held within a period of two years and the Executive Committee resolve that his or her office be vacated; or
- (3) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I Executive Committee Members not to be personally interested

No member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a Trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

J Meetings and proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any 4 members of the Executive Committee upon not less than 21 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
- (2) The President shall act as chairman at meetings of the Executive Committee. If the President is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when 3 members of the Executive Committee are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

- (7) The Executive Committee may appoint one or more sub-committees consisting of 3 or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee. Provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee; and any such sub-committees shall act under the lawful direction of and be accountable to the Executive Committee.

K Receipts and expenditure

- (1) The funds of the Association, including all donations, contributions and bequests, shall be paid into accounts operated by the Executive Committee in the name of the Association at such banks or building societies as the Executive Committee shall from time to time decide. All cheques drawn on the accounts must be in accordance with the mandates approved by the Executive Committee from time to time.
- (2) The surplus funds belonging to the Association shall be applied as directed by the Executive Committee but only in furthering the aims.

L Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
- (a) all land held by or in trust for the Association; and
 - (b) all investments held by or on behalf of the Association;
- to be vested either in a corporation entitled to act as a custodian trustee or in not less than 3 individuals appointed by the Executive Committee as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they only act in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- (2) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Association, the Executive Committee may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as

nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Executive Committee shall comply with their obligations under the law and best practice with regard to:

- (1) the keeping of accounting records for the Association;
- (2) the preparation of annual statements of account for the Association; and
- (3) the auditing or independent examination of the statement of account of the Association.

N Annual Report

- (1) The Executive Committee may arrange for a report of the business of the Association to be made available to all members of the Association.
- (2) If such an arrangement is not made, the Executive Committee shall prepare a report for presentation at the annual general meeting.

O Annual General Meeting

- (1) There shall be an annual general meeting of the Association which shall be held in the month of November in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- (3) The chairman shall be chairman of annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the accounts of the Association for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Executive Committee at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by secret ballot.

P Special General Meetings

The Executive Committee may call a special general meeting of the Association at any time. If at least 20 members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

Q Procedure at General Meetings

- (1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.
- (2) There shall be a quorum when 10 members of the Association are present at any general meeting.

R Notices

- (1) Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Executive Committee on any member personally or by sending it through the post addressed to such member at his or her best known or last known address and any notice so sent shall be deemed to have been received within 10 days of posting or transmission by electronic mail.
- (2) Notice of the annual general meeting (Clause O (2)) may be given in the preceding year's report to members (Clause N).

S Alterations to the Constitution

The Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

T Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to CUAS.

This Constitution was adopted on the date mentioned above at the general meeting of the Association as witness the signatures of the Officers: