

THE CONSTITUTION OF THE IX(B) SQUADRON ASSOCIATION

REGISTERED CHARITY NO 1153852

1. The name of the organization shall be 'The IX(B) Squadron Association.'
2. The Association shall be non-sectarian, non-political, inclusive and respect diversity in all forms.
3. Throughout this constitution 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.
4. For the avoidance of doubt, the system of law governing the constitution of this charity is the law of England and Wales.
5. **Objects.** The objects of the Association are exclusively charitable, and are:
 - a. To promote the efficiency of the Royal Air Force by preserving its traditions, fostering esprit-de-corps and comradeship and encouraging personnel to benefit from the experience and lessons of their predecessors, in particular, but not exclusively by maintaining contact with past members of the squadron and their families.
 - b. To educate and inform the general public about the work and history of Bomber Command, Strike Command, Air Command and their subordinate formations, in particular, but not exclusively, by making grants to and supporting any charities, projects or appeals associated with these Commands, their formations and activities. This includes, but is not limited to, support for The RAF Museum, The Imperial War Museum and The International Bomber Command Centre.
6. **Membership.** Membership of the IX(B) Squadron Association is open to the following:
 - a. **Full Membership.** Full membership is open to all personnel who have served on the posted strength of IX(B) Squadron at any time.
 - b. **Associate Membership.** Associate membership is open to relatives and friends of those who have served on IX(B) Squadron and other personnel who are interested in furthering the charitable aims of the Association.
 - c. **Life Honorary Membership.** Life Honorary membership may be awarded by the Chairman in recognition of meritorious service to the Association.
7. **Voting and Subscriptions.** Only full members have the right to vote during an Annual General Meeting (AGM). Full and Associate membership is only valid for 12 months following payment of an Annual subscription. Life Honorary members will not be charged an Annual subscription but may choose to donate to Association funds.
8. **Governance.** Governance of the Association will be exercised through a Board of Trustees, henceforth described as 'The Trustees'. The responsibility of the Board's Trustees is articulated on the www.gov.uk website and specifically, at [this link](#); this guidance clearly explains the key duties of all trustees of charities in England and Wales, and what trustees need to do to carry out these duties competently.

- a. Trustees posts are subject to approval by the Membership each year at the AGM. The normal expectation should be that an individual will not hold such an elected post for more than 5 years.
- b. In addition to those elected Trustees, up to three additional trustees may be appointed each year by the other trustees.
- c. No person may be elected or appointed as a Trustee if they would be disqualified by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision.
- d. A meeting of the Trustees shall be legal if at least 5 members eligible to vote on each agenda item are present.

9. **Powers of Trustees.** The Trustees shall manage the business, funds and property of the Association and have the following powers in order to further the Objects (but not for any other purpose):

- a. To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
- b. To obtain and pay for such goods and services as are necessary for carrying out the work of the Association.
- c. To borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed.
- d. To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.
- e. To do all such other lawful things as are necessary for the achievement of the Objects.

10. **Additional powers of Trustees.** The Trustees are also empowered:

- a. To act as final arbiter on disputed membership applications.
- b. To co-opt additional members for "task and finish" work in connection with any particular or specialised item of business.
- c. To appoint sub-committees and to delegate such of their powers as the Trustees may determine.
- d. To convene an Extraordinary General Meeting of the Association, at any time, and with a minimum of 21-days' notice.
- e. To expel any member considered guilty of misconduct or of any act which, in the opinion of the Trustees, renders him or her unsuitable for continued membership. Any such expulsion must be ratified by a vote at the following AGM.

f. To fill any unexpected vacancies that may arise in the Trustees. Such appointees will hold office until their position is ratified at the next Annual or Extraordinary General Meeting.

g. To determine the rates of members' annual subscriptions and the arrangements for their payment and collection.

11. Responsibilities of the Trustees: Application of the Income and Property.

a. The income and property of the Association shall be applied solely towards the promotion of the Objects.

b. A Trustee may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.

c. None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Association. This does not prevent:

(1) A member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Association;

(2) A Trustee from:

i Buying goods or services from the Association upon the same terms as other members or members of the public;

ii Receiving a benefit from the Association in the capacity of a beneficiary of the Association (provided that the Trustees comply with the provisions of sub clause f of this clause) or as a member of the Association and upon the same terms as other members;

(3) The purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:

i. Fines;

ii. Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Trustee or other officer;

iii. Liabilities to the Association that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Association or in respect of which the person concerned did not care whether that conduct was in the best interests of the Association or not.

d. No Trustee may be paid or receive any other benefit for being a Trustee.

- e. A Trustee may:
- (1) Sell goods, services or any interest in land to the Association;
 - (2) Be employed by or receive any remuneration from the Association;
 - (3) Receive any other financial benefit from the Association, if:
 - i. He or she is not prevented from so doing by sub-clause d of this clause and;
 - ii. The benefit is permitted by sub-clause c of this clause or;
 - iii. The benefit is authorised by the Trustees in accordance with the conditions in sub-clause f of this clause.
- f. If it is proposed that a Trustee should receive a benefit from the Association that is not already permitted under sub-clause c of this clause, he or she must:
- (1) Declare his or her interest in the proposal;
 - (2) Be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (3) Not be counted in determining whether the meeting is quorate;
 - (4) Not vote on the proposal.
- g. In cases covered by sub-clause e of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Association to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision, the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- h. The Trustees may only authorise a transaction falling within paragraphs e(1)–(3) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
- i. If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Association the value of any benefit received by the Trustee from the Association.
- j. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- k. In this paragraph 11 of the Constitution, "Trustee" shall include any person firm or company connected with the Trustee. Further, examples of a person connected with a Trustee would include a child, parent, grandchild, grandparent, brother, sister or spouse or any person living with the Trustee as his or her partner.

Examples of a firm or company connected with a Trustee would include ones in which the Trustee is a partner, employee, consultant, director or shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

12. **Annual General Meetings.** An Association AGM shall be held annually and never more than 15 months later than the previous AGM. Usually, the AGM will be held during the Association Reunion Day. The business to be transacted at an AGM shall include:

- a. Consideration of reports from the Chairman and the Secretary.
- b. Consideration of the Association accounts, as reported by the Treasurer, and should the income meet Charity Commission auditing requirements, the auditor's report.
- c. Election of Officers and members to the Board of Trustees and consideration of any reports on new Trustees co-opted by the Board of Trustees.

13. **Association Committee.** The Association Committee shall comprise of the following Trustees: President, Vice-President, Chairman, Vice Chairman, Treasurer, Secretary and the Charity Commission Advisor. The remaining members of the Committee will attend in an ex-officio role, comprising the Deputy Secretary, the current serving Officer Commanding (OC) IX(B) Squadron and the IX(B) Squadron Groundcrew representative (appointed by OC IX(B) Squadron). All Committee members are appointed on an unpaid honorary basis and shall stand-down from their post after five years unless they are re-elected. The Committee will meet annually before the AGM and a quorum shall consist of any three Main Committee members. Finally, if required, the Committee is empowered to co-opt any other Full Member to the Committee.

14. **Responsibilities of Main Committee Members (Trustees).** Aside from those responsibilities stated above, the following details specific responsibilities are associated with each post:

- a. **President:**
 - (1) Annual Reunion. Preside over the Annual Reunion and deliver the Annual President's speech.
 - (2) Membership. Consider nominations for Life Honorary Membership, in consultation with the Chairman and Secretary.
 - (3) TABS. Submit an article for the Association's Annual Bulletin by end-February each year.
- b. **Vice President** will deputise for the President when necessary.
- c. **Chairman:**
 - (1) Membership. Authorise Full and Associate Membership.
 - (2) Membership. Award Life Honorary Membership in consultation with the President and Secretary.

(3) Governance Meetings. Liaise with the Secretary to confirm the date and location of the annual Committee meeting, Annual General Meeting (AGM) and Reunion.

(4) Chair the AGM, Annual and Extraordinary Committee Meetings.

(5) TABS. Submit an article for the Association's Annual Bulletin by end-February each year.

(6) Bardney Liaison. Act as Association POC with Bardney Village including: organise Association representation at Bardney Remembrance Service; deliver the reading in Church; arrange for Association member to deliver the Ode to the Fallen; arrange for the laying of wreaths on behalf of the Association and Squadron; organise lunch for Association members and Bardney representatives post the Service; liaise with and support the Bardney Memorial custodians including provision of new ensign in advance of Remembrance Sunday (if required); and post the Remembrance lunch, organise the laying of a wreath at the IBCC.

(7) Annual Reunion. Chair the Annual Association Reunion Dinner, arrange for the acquisition of raffle prizes (usually up to a value of £200) and arrange for the selling of raffle tickets on the evening. Submit requests to RAF Ceremonial, RAF Northolt (SO1 or SO2 CERE) for an overflight by the Lancaster during Annual Reunions.

(8) Association Funerals. Submit requests to RAF Ceremonial, RAF Northolt (SO1 or SO2 CERE) for the presence of an RAF trumpeter at an RAF veteran's funeral.

d. **Vice-Chairman:**

(1) Deputise for the Chairman when necessary.

(2) TABS. Produce, edit and arrange printing of the Association's Annual Bulletin ('TABS') by end-March each year, for subsequent distribution to the Association membership by the Secretary.

e. **Secretary**

(1) Membership. Keep membership records.

(2) Financial. Receive and process annual subscriptions, Reunion charges and other monies.

(3) Annual Reunion. Liaise with the Chairman and OC IX(B) Squadron to confirm the timing, location, lead and scope of the Annual Reunion.

(4) Annual Reunion. Promulgate and make detailed arrangements for the Annual Reunion. Prepare an annual Reunion information pack.

- (5) Governance Meetings. Arrange the annual Committee meeting and AGM.
- (6) TABS. Prepare article for the Association's Annual Bulletin by end-February each year.
- (7) TABS. Distribute the Association's Annual Bulletin and the accompanying annual letter to all Association members by 15 April each year.
- (8) Cenotaph. Arrange Association participation in the Annual Remembrance march past of the Cenotaph.
- (9) Funerals of Association Members. As initial POC for receiving information about the death of Association members, enquire whether the family would like the Association Committee (serving member, normally the Chair) to request an RAF trumpeter to deliver the last post at the funeral. Also, enquire whether the presence of the Association Standard would be appropriate and whether they would like the Association represented at the funeral. If acceptable, inform Assn Standard Bearer, confirm Era Sec will co-ordinate representation at the funeral and promulgate funeral details on website, Facebook and email.

f. **Treasurer:**

- (1) Financial Records. Keep full accounting records of all financial transactions.
- (2) Financial Commitments. Consult with the Chairman before making any financial transactions that are not in line with pre-arranged financial delegations or Committee decisions.
- (3) Quarterly Reports. Provide Quarterly Financial Reports to the Association Committee. On request, provide the Trustees with copies of bank statements to enable financial assurance.
- (4) Annual Reports. Provide an annual set of accounts at the end of every Financial Year (5 April) to an independent auditor (only when income meets Charity Commission auditing requirements) and thence to the Trustees. The audited accounts are to be published in the Association's Annual Bulletin and the Association website.
- (5) Charity Commission. Be primary Point of Contact for all correspondence with the Charity Commission.
- (6) Charity Commission Reports. Ensure the approved accounts are submitted in accordance with Charity Commission regulations.

g. **Charity Commission Advisor.** Advise the other members of the Committee on their leadership, management and reporting responsibilities associated with the IX(B) Squadron Association being a registered charity.

15. **Responsibilities of Ex-Officio Committee Members**

a. **Deputy Secretary:**

- (1) Deputise for the Secretary when necessary.
- (2) Information Management and Communications. Manage the Association Website, Facebook Page and Microsoft Teams site.

b. **OC IX(B) Squadron:**

- (1) Annual Reunion. Assist the Secretary with organising the programme for the Annual Reunion. If necessary, appoint a dedicated Project Officer to liaise with the Secretary and to author the Administrative Order.
- (2) Submit an article for the Association's Annual Bulletin by end-February each year.
- (3) Ensure the Squadron-Association Memorandum of Understanding is reviewed as soon as possible after taking command. Any proposed agreements should be agreed with the Chairman.

c. **IX(B) Squadron Groundcrew Representative.** Liaise with the Secretary and be a PoC for all serving groundcrew and support staff.

16. **Changes to this Constitution.** No alteration or addition shall be made to this Constitution except under the authority of a three-fourths majority of votes of those present or voting by post at a General Meeting. The agenda for such a meeting must specifically indicate that a change to the constitution is to be debated. No amendment shall be made to this clause and clauses 5, 8, 9, 10 or 11 without the prior consent of the Charity Commission for England and Wales.

17. **Dissolution.** The Association may be dissolved by a Resolution passed by a majority of two-thirds of those present and voting at an Extraordinary General Meeting convened for the purpose and for which 21 days' notice shall be given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Association, subject to the provision that if any property remains after the payment of all debts and liabilities, such property shall not be paid to or distributed among the members of the Association but given or transferred to other charitable institution or institutions having objects similar to some or all of the objects of the Association.

18. **Limit of Liability.** Every Trustee promises that if the Charity is dissolved while he or she remains a Trustee, or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity.

THIS CONSTITUTION WAS DULY ADOPTED AND CONFIRMED BY THE AGM ON 22 SEPTEMBER 2012.

THE ADDITION OF PARAGRAPH 22 OF THIS CONSTITUTION WAS DULY ADOPTED AND CONFIRMED BY THE AGM ON 21 SEPTEMBER 2013.

THE AMENDMENT OF PARAGRAPHS 3, 4, 15 (b), 17 (e) (iv) AND THE ADDITION OF PARAGRAPHS 17 (E) (v) AND (vi) WERE DULY ADOPTED AND CONFIRMED BY THE COMMITTEE MEETING HELD AGM ON 2 MARCH 2019

THIS CONSTITUTION WAS RE-FORMATTED AND UPDATED ON THE HANDOVER OF CHAIRMANSHIP RESPONSIBILITIES FROM AIR COMMODORE HAY TO GROUP CAPTAIN SHARROCKS. PARA 8 WAS UPDATED TO INCLUDE A LINK TO THE WWW.GOV.UK WEBSITE ON TRUSTEES' KEY RESPONSIBILITIES WHILST THE COMMITTEE MEMBERSHIP AT PARA 13 WAS UPDATED TO REFLECT THAT PRESENTED AND AGREED AT THE AGM ON 29 SEP 20. PARA 14 AND 15 WERE UPDATED TO PROVIDE GREATER DETAIL ON INDIVIDUAL COMMITTEE MEMBERS' RESPONSIBILITIES. THESE AMENDMENTS WERE RATIFIED BY THE COMMITTEE ON XX NOV 2020.

Electronically Signed:

Secretary

Dated: