

## **VINTAGE AIRCRAFT CLUB – RULES AND CONSTITUTION**

As agreed at the VAC AGM. 13<sup>th</sup> October 2018.

### **1. TITLE AND AFFILIATION**

The Club shall be called the VINTAGE AIRCRAFT CLUB hereafter referred to as 'the Club'

### **2. OBJECTIVES**

2.1 To provide a focal point for the owners, operators, pilots and enthusiasts of vintage and classic light aircraft.

2.2 To provide opportunities for flying and social events.

2.3 To bring together persons with a common interest in vintage aircraft.

2.4 To publish a quarterly magazine.

2.5 To provide and maintain a website and a social media page for the use of members.

2.6 To be a Member Club of the Light Aircraft Association.

2.7 To maintain a list of members subject to the General Data Protection Rules and Regulations.

2.8 To promote an exchange of information and ideas for vintage aircraft with clubs and other associations in the U.K. and other countries.

2.9 To promote the Club and the LAA.

### **3. MEMBERSHIP**

3.1 Membership of the Club shall be open to any person of good standing, regardless of race, age, gender, sexual orientation, religious belief or ability, who completes a Membership Application Form and pays the relevant membership fees as determined by the Club.

3.2 Membership of the Club shall be of four types:-

- a) Individual membership.
- b) Family membership.
- c) Corporate membership.
- d) Honorary membership, the election of which, shall be at the absolute discretion of the Committee.

3.3 Annual fees shall be determined from time to time by the Committee. The Committee may set different fees for different membership categories. Any fees shall be payable upon a successful application for membership and annually by each member excepting Honorary Members.

3.4 The Committee shall have power to exclude or expel any person or corporate member from membership without assigning any reason therefore. Any member expelled shall have the right to appeal to the Committee within twenty-eight days.

3.5 Any member (unless exempt) who fails to pay the annual subscription within three calendar months of the date due shall be deemed to have allowed their membership to lapse and to have resigned and no longer be a member.

## **4. CLUB OFFICERS AND MEMBERS OF THE COMMITTEE**

### **4.1 Formation of the Committee**

4.1.1 Unless otherwise determined by a General Meeting the number of the members of the Committee shall not be less than five nor more than twelve. There shall be five permanent positions comprising Chairman, Secretary, Treasurer, Safety Officer and Membership Secretary.

4.1.2 The Committee may at any time appoint any member of the Club as a member of the Committee, either to fill a casual vacancy or by way of addition to the Committee, provided that the prescribed maximum is not exceeded. Any member so appointed shall retain office only until the next Annual General Meeting but they shall then be eligible for re-election.

4.1.3 No person who is not a member of the Club shall in any circumstance be eligible to hold office as a member of the Committee.

### **4.2 Duties of the Committee**

4.2.1. The business of the Club shall be managed by the Committee who may pay all such expenses of, and preliminary and incidental to the promotion, formation, establishment and regulation of the Club as they think fit and may exercise all such powers for and on behalf of the Club.

4.2.2. To keep accurate accounts of the finances of the Club, through the Treasurer. These should be available for reasonable inspection by any member and should be examined by the appointed accounts examiner before every Annual General Meeting. A Profit & Loss account, Balance Sheet and any associated reports shall be presented to the membership at every Annual General Meeting.

### **4.3 Disqualification of Members of the Committee**

4.3.1. The office of a member of the Committee shall be vacated:-

- a) If the person becomes of unsound mind.
- b) If for any reason the person ceases to be a member of the Club, or is dismissed or removed under any other clause contained within this Constitution.
- c) If by notice in writing to the Committee the person resigns from office.
- d) Any member of the Committee failing to attend three consecutive meetings of the Committee shall have their position reviewed and discussed by the Committee with a view to their membership of the Committee being terminated.

4.3.2. A member of the Committee may vote in respect of any contract or arrangement in which they have an interest or on any matter arising therefrom provided that it has been declared to the Committee.

### **4.4 Rotation of Members of the Committee**

4.4.1. All Officers shall be elected at the Annual General Meeting of the Club by the Membership

4.4.2. Members of the Committee shall stand for election annually, upon expiration of which, the member or members concerned shall retire from office.

4.4.3 If, in the view of the Committee, there is a shortfall in the number of Committee members or a member or members with particular expertise then the Committee may co-opt one or more members to the Committee. Such co-opted members shall hold office until the next Annual General Meeting.

4.4.4 The Club may from time to time in General Meeting increase or reduce the number of members of the Committee and may make the appointments necessary for effecting any such increase or reduction.

#### **4.5 Proceedings of the Committee**

4.5.1 The Committee will meet together to conduct business, adjourn and otherwise regulate their meetings as they think fit. Attendance at a meeting may be either in person, telephonically, by other electronic media or by written report. Four Committee members present shall constitute a quorum. Resolutions arising at any meeting shall be decided by a majority of votes. In the case of an equal vote, the Chairman shall have a casting vote.

4.5.2 On the request of a member of the Committee the Secretary shall, at any time, summon a meeting of the Committee by notice served upon the members of the Committee, which may include an e-mail to the members' e-mail address.

4.5.3 The Committee may delegate any of their powers to sub-committees consisting of such member or members of the Committee as they think fit. Any sub-committee so formed shall conform to any limits or regulation imposed upon it by the Committee. With the prior agreement of the committee, outside expertise may be enrolled to assist in their task. The meetings and proceedings of any sub-committee shall be governed by this Constitution. Proceedings of the sub-committee shall be recorded and written minutes lodged with the Secretary.

4.5.4 The Committee shall record business of meetings held, resolutions and proceedings at all meetings of the Club and Committee and any minute signed by the Chairman after that meeting or a succeeding meeting, shall be sufficient evidence without any further proof of the facts stated therein.

### **5. GENERAL MEETINGS**

#### **5.1 Annual Meeting**

5.1.1 The Club shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Committee, and shall specify the meeting as such in the notices calling it.

5.1.2 The Committee may whenever they think fit convene an Extraordinary General Meeting.

5.1.3 An Annual General Meeting, Extraordinary General Meeting and any other meeting shall be convened by giving members at least twenty one days' written notice by circulating a notice to every member at their home address, or by e-mail, or by posting the notice on the Club website. Members must advise the Secretary in writing of any business to be considered at the Annual General Meeting at least fourteen days before the meeting. The Secretary shall circulate the Agenda for the meeting not less than seven days before the meeting.

5.1.4 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any proceedings at that meeting.

#### **5.2 Proceedings at General Meetings**

5.2.1 The business at the Annual General Meeting shall be to:-

1. Confirm the Minutes of the previous Annual General Meeting and any other General Meetings held since the last Annual General Meeting.

2. Receive the Chairman's Annual Report.
3. Receive the Accounts for the year.
4. Elect the Officers of the Club.
5. Elect an Accounts Examiner.
6. Transact any other business on the Agenda.

5.2.2 No business shall be transacted at any General Meeting unless a quorum is present. Twelve members present shall be a quorum.

5.2.3 The Chairman of the Committee shall preside as Chairman at every General Meeting. If there is no Chairman, the members of the Committee present shall elect one of their number to act as Chairman of the meeting.

5.2.4 If at any General Meeting no member of the Committee is willing to act as Chairman, the members present shall choose one of their members to be Chairman of the meeting.

5.2.5 The Chairman may, with the consent of any meeting at which a quorum is present (or, if directed by the meeting) adjourn the meeting to a place and time agreed at the meeting by a majority of members present. No business shall be transacted at any adjourned meetings. When a meeting is adjourned for a period of thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

5.2.6 At any General Meeting a resolution put to the vote of a meeting shall be decided on a show of hands, including by proxy.

5.2.7 In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

## **6. Votes of members at General Meetings**

6.1 Every member shall have one vote.

6.2 Only paid up members shall be entitled to vote on any resolution either personally or by proxy, at any General Meeting.

6.3 Votes may be given personally on a show of hands or by proxy. A proxy shall be a member of the Club. A member exercising their right to vote together with any proxy vote shall exercise any proxy vote by producing the appropriate form appointing them a proxy and authorising them to vote.

6.4 The instrument appointing a proxy to vote shall be in the form as in the Appendix attached, signed by the appointer or if a corporate member signed by an authorised officer of that corporation.

6.5 The proxy form shall be deposited at the registered address of the Club not less than 48 hours before the time appointed for holding the meeting at which the person named in the form proposes to vote.

6.6 A vote given in accordance with a valid instrument of proxy shall be valid notwithstanding the death or incapacitation of the Appointer.

## **6.7 Corporations acting by representatives at General Meetings**

6.7.1 Any corporation which is a member may authorise any member of the corporation to act as its representative at any meeting of the Club and that person shall be entitled to exercise the same powers on

behalf of the corporate member as if they were an individual member of the Club. Each corporate member shall be entitled to one vote only.

## **7. NOTICES**

7.1 A notice may be given by the Club to any member either personally or by sending it by post to them or to their registered address or if the member has no registered address within the United Kingdom to the last address supplied by the member to the Club. Alternatively and in addition, the Club may send the notice to the last e-mail address supplied by the member or by posting the notice on the Club website.

7.2 Notice of every General Meeting shall be given to every member as prescribed in item 7.1 above except those who have not supplied the Club with any details of their address or new address if they have moved (including any change in the member's e-mail address). No other person or corporation shall be entitled to receive notices of any Club General Meetings.

## **8. ALTERATIONS TO THE CLUB CONSTITUTION**

8.1 Any proposed alteration to the Club Constitution may only be considered at an Annual or Special General Meeting convened with the required written notice of the proposal. Any alterations or amendment must be duly proposed and seconded by members. Such alterations or amendments shall be passed if supported by not less than two thirds of the membership.

## **9. INDEMNITY**

9.1 If a member has been authorised to undertake specific duties on behalf of the Club and in so doing they incur costs, expenses or liabilities in the proper execution of those duties, the member shall be entitled to be indemnified out of Club funds, except in any case where the actions arise from wilful or gross negligence, default or breach of duty or trust.

## **10. DISSOLUTION OF THE CLUB**

10.1 If at any General Meeting of the Club, a resolution is passed calling for the dissolution of the Club, the Secretary shall immediately convene a Special General Meeting to be held not less than one month thereafter to discuss and vote on the resolution.

10.2 If, at that Special General Meeting, the resolution is carried by a majority of two thirds of the membership, the Committee shall thereupon, or at such a date as shall have been specified in the resolution, having discharged all debts and liabilities of the Club, proceed to realise the assets of the Club.

10.3 If, at that Special General Meeting, the resolution of dissolutions is enacted, at that same meeting a vote must also be taken on the distribution of assets of the Club. If this is not carried by a majority of two thirds of the membership, the Committee shall distribute the assets at their discretion, but this distribution will not include any assets being offered to any Committee or Club member.