

**Constitution of the Defence Surveyors' Association**  
(formerly the Field Survey Association)  
**Charity Number 221816**

**Constitution**

adopted at the Annual General meeting of the Defence Surveyors' Association on the 19<sup>th</sup> July 2008.

**PART 1****1. Adoption of the Constitution**

The Association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

**2. The Name**

The Association's name is the Defence Surveyors' Association<sup>1</sup> (and in this document it is called the Charity).

**3. The Objects**

The Charity's objects (the Objects) are:

(1) to promote the military efficiency of units of the Armed Forces of the Crown that form the Defence surveying community and are concerned with:

- a) Defence surveying in any of its branches or
- b) the production of maps or charts or the issue of geographical, hydrographical, oceanographic, meteorological and geological information by any other means for use by the Armed Forces of the Crown or
- c) the location of targets and direction of military activity on targets by any scientific method.

(2) to advance the education of the public in the history and science of defence surveying and related subjects (as listed in (1) above).

**4. Application of the Income and Property**

(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) A Council member may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

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

- (a) a member who is not also a Council member from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- (b) a Council member from:
  - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;

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<sup>1</sup> Formerly known as the Field Survey Association.

- (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Council members comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;
- (c) the purchase of indemnity insurance for the Council members against any liability that by virtue of any rule of law would otherwise attach to a Council member 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 Charity but excluding:
  - (i) fines;
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Council member or other officer;
  - (iii) liabilities to the Charity that result from conduct that the Council member or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.
- (4) No Council member may be paid or receive any other benefit for being a Council member.
- (5) A Council member may:
  - (a) sell goods, services or any interest in land to the Charity;
  - (b) be employed by or receive any remuneration from the Charity;
  - (c) receive any other financial benefit from the Charity,
 if :
  - (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
  - (e) the benefit is permitted by sub-clause (3) of this clause; or
  - (f) the benefit is authorised by the Council in accordance with the conditions in sub-clause (6) of this clause.
- (6) (a) If it is proposed that a Council member should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:
  - (i) declare his or her interest in the proposal;
  - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
  - (iii) not be counted in determining whether the meeting is quorate;
  - (iv) not vote on the proposal.
- (b) In cases covered by sub-clause (5) of this clause, those Council members who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Council member rather than with someone who is not a Council member and they must record the reason for their decision in the minutes. In reaching that decision the Council must balance the advantage of contracting with or employing a Council member against the disadvantage of doing so (especially the loss of the Council member's services as a result of dealing with the Council member's conflict of interest).

- (c) The Council may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Council comprises a majority of Council members who have not received any such benefit.
  - (d) If the Council fails to follow this procedure, the resolution to confer a benefit upon the Council member will be void and the Council member must repay to the Charity the value of any benefit received by the Council member from the Charity.
- (7) A Council member must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause 4, “Council member” shall include any person firm or company connected with the Council member.

## 5. **Dissolution**

- (1) If the members resolve to dissolve the Charity the Council will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Council must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Council must apply any remaining property or money
  - (a) directly for the Objects;
  - (b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;
  - (c) in such other manner as the Charity Commissioners for England and Wales (“the Commission”) may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Council is to apply the remaining property or assets of the Charity and the Council must comply with the resolution if it is consistent with paragraphs (a)–(c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- (6) The Council must notify the Commission promptly that the Charity has been dissolved. If the Council is obliged to send the Charity’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity’s final accounts.

## 6. **Amendments**

- (1) The Charity may amend any provision contained in Part 1 of this Constitution provided that:
  - (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
  - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;
  - (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
  - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

## **PART 2**

### **7. Membership**

- (1) Membership is open to individuals over eighteen or organisations who are approved by the Council. All serving or retired commissioned, warrant or senior non-commissioned officers of any of H.M. and allied Forces who are interested in any of the subjects enumerated in the Objects and have qualifications approved by the Council and all civilians so interested and having professional qualifications so approved shall be eligible for election as members. Membership procedures are as follows:
  - (a) Candidates seeking to join the Charity must be proposed in writing by a member of the Charity, completed application forms being passed to the Membership Secretary. The Membership Secretary will then seek approval from two Council members. If there is disagreement, the full Council will be consulted where a majority of two-thirds votes will be needed before membership can be approved.
  - (b) All new members joining shall be announced at the next Annual General Meeting. No record shall be made in the minutes of any person not elected.
  - (c) Those members who become or have at any past time become Life Members under the Articles in force prior to this Constitution and this Constitution for the time being in force shall retain their status until resignation or death.
  - (d) Honorary Members shall not exceed six in number. They shall be elected by the Council, and shall be exempt from paying the annual subscription. Every such election shall be announced at the Annual General Meeting next following such election.
  - (e) The President shall be exempt from paying the annual subscription and on retirement shall automatically become a Life Member.
- (2)
  - (a) The Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
  - (b) The Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Council must consider any written representations the applicant may make about the decision. The Council's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Council must keep a register of names and addresses of the members which must be made available to any member upon request.
- (5) The annual subscription shall be of such amount as shall be determined from time to time by a General Meeting and shall be payable on the first day of January in each year for the year commencing on that day.

## 8. Termination of Membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Council that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## 9. General Meetings

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- (4) The Council may call an extraordinary general meeting at any time.
- (5) The Council must call an extraordinary general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Council fails to hold the meeting within twenty-eight days of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of this Constitution.

## 10. Notice

- (1) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given, delivery being in accordance with Paragraph 28 (5) (c).
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

## 11. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.

- (2) A quorum is;
  - Ten members entitled to vote upon the business to be conducted at the meeting; or
  - one tenth of the total membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
  - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
  - (b) during a meeting a quorum ceases to be present,
 the meeting shall be adjourned to such time and place as the Council shall determine.
- (5) The Council must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

## 12. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Council member nominated by the Council shall chair the meeting.
- (3) If there is only one Council member present and willing to act, he or she shall chair the meeting.
- (4) If no Council member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## 13. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

## 14. Votes

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

**15. Representatives of Other Bodies**

- (1) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

**16. Officers and Trustees**

- (1) The Charity and its property shall be managed and administered by a Council comprising the Officers and other members appointed or elected in accordance with this Constitution. The Officers and other members of the Council shall be the Trustees of the Charity and in this constitution are together called "the Council".
- (2) The Council shall consist of the following members:
  - (a) The President, who shall be a distinguished person from within or without the Charity whom the Charity desires to honour for services rendered to the Charity or whose common connection therewith is on benefit to the Charity.
  - (b) The Officers:
    - The Chair
    - The Vice-Chair
    - The Secretary
    - The Treasurer
    - The Membership Secretary
    - The Editor of Ranger
    - The Website Coordinator
    - The Distribution Secretary
    - The Events Coordinator
  - (c) Not less than two and not more than four additional members of the Charity.
- (3) A Council member must be a member of the Charity.
- (4) No one may be appointed a Council member if he or she would be disqualified from acting under the provisions of Clause 19.
- (5) The number of Council members shall be not less than three but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.
- (6) The first Council members (including Officers) shall be those persons elected as Council members and Officers at the meeting at which this constitution is adopted.
- (7) A Council member may not appoint anyone to act on his or her behalf at meetings of the Council.
- (8) Up to eight Official observers may attend the Council, as nominated by the Ministry of Defence or the Government Department from time to time administering the Armed Forces of the Crown or by such other Government Department or Government or other organisation as may be invited by the Council. Official observers may attend and speak at any meeting of the Council as observers and consultants. They shall not be entitled to vote on any resolution put to a Council meeting or be counted in the quorum present at such a meeting. An Official observer may appoint a representative to attend, speak and act at a meeting of the Council on behalf of and in place of the Official observer making the appointment.

## 17. The Appointment of Council Members

- (1) The Charity in general meeting shall elect the Officers and the other Council members, with the exception of the President who is elected by the Council.
- (2) The Council may appoint any person who is willing to act as a Council member. Subject to sub-clause 5(b) of this clause, they may also appoint Council members to act as officers.
- (3) Each of the Council members shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a Council member or an Officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:
  - (a) is signed by a member entitled to vote at the meeting;
  - (b) states the member's intention to propose the appointment of a person as a Council member or as an officer;
  - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
  - (a) The appointment of a Council member, whether by the Charity in general meeting or by the other Council members, must not cause the number of Council members to exceed any number fixed in accordance with this constitution as the maximum number of Council members.
  - (b) The Council may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

## 18. Powers of Council Members

- (1) The Council members must manage the business of the Charity 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 Council members must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Council members must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Council members must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;



- (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
  - (k) to open and operate such bank and other accounts as the Council members 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;
  - (l) to provide publications and technical journals;
  - (m) to provide prizes or awards;
  - (n) to support and provide visits, meetings, technical symposiums and conferences and the organisation of other educational activities;
  - (o) to restore and preserve historical artefacts and to support such restoration and preservation;
  - (p) to maintain and provide historical records and archive materials, and to support such maintenance and provision;
  - (q) to provide information relating to the history and science of Defence surveying and related subjects;
  - (r) to undertake and support research and the publication of research results;
  - (s) to support museums holding historical artefacts and records connected with Defence surveying and related subjects;
  - (t) to foster esprit de corps amongst serving military personnel and qualifying civilians of the Defence survey community;
  - (u) to maintain contact between serving and former serving members of the Defence survey community and civilians connected with the Defence survey community.
  - (v) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Council;
- (3) Any meeting of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

#### 19. **Disqualification and Removal of Council Members**

A Council member shall cease to hold office if he or she:

- (1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Charity;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Council member by notice to the Charity (but only if at least two Council members will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the Council from all their meetings held within a period of six consecutive months and the Council resolves that his or her office be vacated.

## 20. Proceedings of the Council

- (1) The Council may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any Council member may call a meeting of the Council.
- (3) The secretary must call a meeting of the Council if requested to do so by a Council member.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one third of the total number of Council members, whichever is the greater or such larger number as may be decided from time to time by the Council.
- (8) A Council member shall not be counted in the quorum present when any decision is made about a matter upon which that Council member is not entitled to vote.
- (9) If the number of Council members is less than the number fixed as the quorum, the continuing Council members or Council member may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Council.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Council members present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Council.
- (13) A resolution in writing signed by all the Council members entitled to receive notice of a meeting of the Council or of a committee of Council members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of Council members duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Council members.

## 21. Delegation

- (1) The Council may delegate any of its powers or functions to a committee of two or more Council members but the terms of any such delegation must be recorded in the minute book.
- (2) The Council may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Council.
- (3) The Council may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Council.

**22. Irregularities in Proceedings**

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Council, or of a committee of Council members, shall be valid notwithstanding the participation in any vote of a Council member:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

if, without:

- the vote of that Council member; and
- that Council member being counted in the quorum,

the decision has been made by a majority of the Council at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Council member to keep any benefit that may be conferred upon him or her by a resolution of the Council or of a committee of Council members if the resolution would otherwise have been void.

(3) No resolution or act of

- (a) the Council
- (b) any committee of the Council members
- (c) the Charity in general meeting shall be invalidated by reason of the failure to give notice to any Council member or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

**23. Minutes**

The Council must keep minutes of all:

- (1) appointments of Officers and Council members made by the Council;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Council and committees of Council members including:
  - the names of the Council members present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

**24. Annual Report and Return and Accounts**

(1) The Council must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Charity;
- (b) the preparation of annual statements of account for the Charity;
- (c) the transmission of the statements of account to the Charity;

- (d) the preparation of an annual report and its transmission to the Commission;
  - (e) the preparation of an annual return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Council is required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## 25. Registered Particulars

The Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## 26. Property

- (1) The Council must ensure the title to:
- (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Council and that if they do so they will not be liable for the acts and defaults of the Council or of the members of the Charity.
- (3) The Council may remove the holding Trustees at any time.

## 27. Repair and Insurance

The Council must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## 28. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:
- (a) in writing; or
  - (b) given using electronic communications.
- (2) The Charity may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (c) A notice shall be deemed to be given 7 days after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## 29. Rules

- (1) The Council may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meeting and meetings of the Council in so far as such procedure is not regulated by this Constitution;
- (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Council member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Council must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Signatures:

Appointment	Name	Signature	Date
President	Major General Patrick Fagan CB MBE		19 Jul 08
Chair	Brigadier Peter Walker OBE		19 Jul 08
Vice-Chair	Mr John Knight		19 Jul 08
Hon Secretary	Major Tony Keeley		19 Jul 08