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Constitution of the Ulster Aviation Society



1. NAME

The charity's name is the Ulster Aviation Society, register charity number NIC100128

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2. THE PURPOSES OF THE CHARITY

The society is established to:

- a) Advance the education of the public in the history of aviation and aviation-related matters.
- b) ~~Establish and maintain for the benefit of the public an aeronautical museum and aviation experience.~~

Establish a museum and a collection of aviation related items to be held in trust and maintained for public interest.

- c) ~~Promote for the benefit of the public the permanent preservation of aircraft and equipment and items of general aeronautical interest or of historic or scientific interest or importance.~~

Promote the permanent preservation of the aforementioned collection to be identified in an Accessions Register listing items of general, scientific and historic aeronautical interest and importance.

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3. CARRYING OUT THE PURPOSES

In order to carry out the charitable purposes, the society's trustees have the power, on behalf of the society, to:

- a) liaise with similar organisations and aviation interests generally and co-operate with these bodies on matters of mutual concern.
- b) act as a centre for providing or obtaining advice or information in order to foster awareness of all aspects of aviation, past and present.
- c) acquire, preserve, restore and display items of historic aviation interest together with the associated equipment thereto in particular aircraft and vehicles.
- d) provide, maintain and equip or assist in the provision, maintenance and equipment of premises and facilities designed to carry out the objectives of the society.
- e) promote and carry out, or assist in promoting and carrying out research, surveys and investigations and publish the results thereof.
- f) organise or assist in organizing meetings, events, lectures, classes and exhibitions, and publish or assist in publishing reports, periodicals, photographs, promotional materials, recordings, books or other documents or information in various media; printed, electronic or otherwise.
- g) fund the writing, printing, publication and distribution of reports, periodicals, books, pamphlets, leaflets or other documents or communications.
- h) obtain, collect and receive money by way of grants, donations, loans, bequests, legacies, subscriptions or other lawful method, provided that the society may not engage in any form of permanent trading.
- i) purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges necessary for the promotion of the above objectives and construct, maintain and alter any as appropriate buildings or erections which the trustees may think necessary for the promotion of its objectives.
- j) make regulations for any property which may be so acquired.

~~k) sell, let, mortgage or dispose of all or any of the property or assets of the society.~~

Sell, let mortgage or dispose of all or any general property of the assets of the society, for the benefit of the society and not for individual or private gain. The Collection listed in the Accessions Register shall be subject to separate conditions in relation to the public interest.

- l) receive money on deposit or loan or borrow or raise money in such a manner as the trustees shall think fit.

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- m) invest the monies of the society not immediately required as may be thought fit by the trustees.
- n) recruit and train members and volunteers to carry out the objectives of the society.
- o) employ and pay any person or persons, not being a member of the board of trustees to supervise, organise and carry on the work of the society and make all reasonable and necessary provision for the payment of remuneration to employees.

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4. MANAGEMENT AND TRUSTEES

- a) Final control of society activities shall be vested in the annual general meeting (AGM) and special general meetings which shall have full authority to deal with all matters of sole concern to members of the society.
- b) A member of the society is any person who has paid the required annual subscription to the society.
- c) A volunteer is any person who actively helps the society achieve its aims, but who may not have paid an annual subscription. Volunteers may attend society events and be granted access to society premises and assets at the discretion of the trustees but do not have a vote at the AGM or special general meetings and will not receive the society's magazine.
- d) Between general meetings, the affairs of the society shall be managed by a board of trustees which shall consist of the Chairperson, Vice-Chairperson, Honorary Secretary, Honorary Treasurer, Honorary Membership Secretary and six other members, all of whom shall be elected at the annual general meeting.
- e) Trustees shall be eligible to serve until the close of the next annual general meeting following their election, at which they shall be eligible for re-election.
- f) The trustees shall have power to acquire, hold and dispose of assets acquired by or for the benefit of the society.
- g) The trustees shall have overall control of all society activities and finances and of all matters pertaining to the general conduct and welfare of the society. It shall have power to appoint sub-committees when necessary and to delegate to any such sub-committee any powers except those relating to membership.
- h) The trustees shall also have power to co-opt additional members to serve in a sub-committee or on the elected board of trustees if the co-opted member's particular skills or expertise are required.
- i) Members co-opted to the board of trustees shall be eligible to serve until the close of the next annual general meeting.
- j) Members co-opted to the board of trustees shall be eligible to fill a vacancy arising among elected members but shall have no voting rights within the elected board of trustees
- k) The board of trustees shall meet to conduct its business as it shall determine, but not less than ten times each year.
- l) The board of trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

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- m) Decisions of the board of trustees shall be taken by simple majority vote and the Chairperson, or the person voted to the chair in his or her absence, shall have a deciding vote.
- n) Decisions taken at any meeting may be amended or revoked at any subsequent properly convened meeting by a majority of those present and entitled to vote.
- o) Any trustee who fails to attend two consecutive meetings may be suspended from membership of the board of trustees until the member has given an acceptable explanation for such absence.

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5. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A trustee must cease to hold office in any one of the following cases:

- a) He or she is disqualified from acting as a trustee by virtue of section 86 of the Charities Act (Northern Ireland) 2008 (or any statutory re-enactment or modification of that provision).
- b) He or she ceases to be a member of the charity.
- c) He or she in the written opinion, given to the trustees, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months.
- d) He or she resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect).
- e) He or she is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

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6. MEMBERSHIP

- a) The society shall have a membership. Any person who supports the objectives of the society and is aged 18 or over can apply to the membership secretary for family membership. Once accepted, and the membership fee is paid, membership lasts for one year and may be renewed. Members' spouses, partners and children under the age of 18 can receive society communications and avail of access to society facilities and activities. At the AGM and special general meetings only one vote per paid member can be cast.
- b) The trustees will keep an up-to-date membership list provided consent to do so is obtained from each member in accordance with the Data Protection Act 2018 (GDPR). The membership list must detail:
 - The full name of the member
 - The full address of the member
 - A contact telephone number (if available)
 - An email address (if available)
- c) The trustees may suspend or remove a person's membership if they believe it is in the best interests of the society, or the member has broken the rules set out by the constitution or other regulations of the society. The member has the right to be heard by the trustees at a board of trustees hearing before the decision is made and can be accompanied by a friend.
- d) By agreement of a majority of the trustees, Honorary Membership may be conferred upon a member who the opinion of the trustees has made a significant contribution to the work of the society. Honorary Members do not have to pay an annual subscription to the society. The trustees have the power to confer Honorary Membership on no more than one member per year.
- e) The trustees may suspend a volunteer's society activities if they believe it is in the best interests of the society, or the volunteer has broken the rules set out by the constitution or other regulations of the society.

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7. SPECIAL AND ANNUAL GENERAL MEETINGS

- a) The annual general meeting of the society shall be held no later than the first day of April in each year.
- b) The annual general meeting shall provide an opportunity to:
 - Allow the outgoing trustees to present the annual report and accounts
 - discuss such reports of society activities as the trustees consider appropriate
 - elect the board of trustees for the coming year
 - make any necessary amendments to the constitution
 - consider any matters raised by individual members
- c) Nominations for members standing for election to the board of trustees at the annual general meeting must be received in writing by the honorary secretary at least one week in advance of the annual general meeting. Nominations submitted later than this deadline will be accepted only where no other nominations have been received for a given position on the board of trustees.
- d) Any society member can stand for election to the board of trustees at the annual general meeting.
- e) A special general meeting may be convened by the board of trustees as often as it deems necessary, or by the honorary secretary at any time on receipt of a request in writing signed by not fewer than 15 members.
- f) The notice convening a special or annual general meeting shall issue to society members at least 14 days before the date fixed for the meeting via the society's *Ulster AirMail* publication. The notice shall state the business to be considered at the meeting.
- g) The chairperson, vice-chairperson (or in their absence a member selected by the meeting) shall take the chair.
- h) Every member present and entitled to vote shall have one vote upon every motion put to the meeting.
- i) In the case of a tie, the chairperson shall have a deciding vote.
- j) Special general meetings shall exercise the powers of an annual general meeting upon such stated business.
- k) The quorum at the special or annual general meetings shall be a minimum of 30 paid-up members.

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8. MONEY AND PROPERTY

- a) The society's assets and finances shall be used to further the objectives of the society.
- b) At no time or under no circumstances shall assets of the society be distributed among members either on an interim or a winding-up basis, provided that nothing herein shall prevent any payment in good faith by the society to any person, for reasonable and proper out-of-pocket expenses, for which the approval of the trustees has been obtained.
- c) Each member shall contribute an annual sum to be decided by the trustees and reviewed as necessary.
- d) The sum shall fall due on each anniversary of the date of the member's first subscription.
- e) Membership shall be suspended if, after having received one reminder, the member shall still be in arrears two months after the date on which the sum was due.
- f) Funds may be raised by any legal means which the trustees deem suitable.
- g) The Honorary Treasurer shall keep and have available for inspection books showing the state of the accounts at any one time.

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9. DISSOLUTION

- a) A resolution to dissolve the society shall be passed only after three-quarters of the membership have so declared in favour in a ballot vote of all the members.
- b) ~~In the event of the society being dissolved, surplus assets remaining after the satisfaction of debts and liabilities shall be held in trust by the trustees until transferred by them to a charitable institution or organisation with objects similar to those of the society, provided that the rules of such an institution or organisation similarly preclude the distribution of such assets to its members.~~

In the event of the Society being dissolved, the Collection listed in the Accessions Register shall be disposed of in compliance with its own specific conditions for its continued preservation.

Surplus assets remaining after the satisfaction of debts and liabilities, shall be held in trust by the Trustees until transferred by them to a charitable institution with similar objectives to those of the Society, provided that the rules of such an institution or organisation shall preclude the distribution of such assets to its members.

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10. CONSTITUTIONAL AMENDMENTS

- a) The constitution may be added to or amended by resolution of any annual or special general meeting, provided that no such resolution shall be deemed to have been passed unless it is carried by a majority of at least three-quarters of the members voting thereon.
- b) No amendment to the constitution may be made which causes the body to cease being a charity in law.
- c) A copy of the amended constitution and resolution adopting the changes must be sent to the Charity Commission for Northern Ireland.

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11. PUBLICATIONS

- a) The official magazine of the society shall be the *Ulster AirMail*, the editor of which shall be appointed by the trustees.

