

CONSTITUTION OF THE AIR AND SPACE POWER ASSOCIATION

1. NAME

The Association shall be known as the Air and Space Power Association (ASPA), although registered at Companies House as The Air Power Association Ltd.

2. STATUS OF THE AIR POWER ASSOCIATION LIMITED

The Association operates as a not for profit company limited by guarantee. Directors will be appointed by the Executive Committee.

3. MISSION STATEMENT

Our mission is to promote the advancement and understanding of military air and space power in the UK and beyond.

The Air & Space Power Association's aim is to provide a focal point for all stakeholders in the air and space domains.

4. MEMBERSHIP

- a. Membership shall be open to selected individuals, companies, organisations, formations and academic institutions which express an interest in and desire to promote air and space power. In particular, members should be sought from the following: serving and retired members of the three UK Armed Forces and from overseas, those engaged in Media and Communication Directorates of the MOD, members of both Houses of Parliament, and academia with aviation or associated defence interests, representatives of the aviation/defence media, members from the aerospace and defence industries.
- b. All new memberships must be proposed by an existing ASPA member. All applications (individual and corporate) will be considered at the following Executive Committee meeting. The Association reserves the right to refuse applications for membership, justification for refusal may not always be made public.
- c. The Executive Committee may grant honorary membership to any person whose services to air power are deemed to be worthy of recognition by the Association. The Patron, President, Chairman and members of the Executive Committee will automatically be granted honorary membership of the Association upon taking up their appointments; they will normally retain this benefit when standing down from office unless otherwise directed by the Chairman.

5. COMMITTEE STRUCTURE

The association has two Committees:

- a. Executive Committee.
- b. The ASPA Committee.

EXECUTIVE COMMITTEE, OFFICERS AND CORE FUNCTIONS

- a. The Association's **Patron** will be the Chief of the Air Staff.
- b. The members of the Executive Committee are as follows:
 - i. The **President**, who will normally be a retired senior air rank officer or equivalent from the Royal Navy or Army, and who will be approved by the Patron and invited to take up the appointment by the Chairman.

Note: The President will be invited to attend all meetings of the Executive Committee but is not a member of the Committee.
 - ii. The **Chairman** will be selected by the President and his appointment agreed by the ASPA Committee.
 - iii. The Chairman's Executive Committee, namely the **Secretary, Treasurer, Events Secretary and Membership Secretary**, will be appointed following election and ratification by the ASPA Committee. This shall be determined by a simple majority of the votes of members present in person; the chairman of the meeting shall have a casting vote if required. Nominations for these positions shall be submitted to the Secretary.
- c. The Executive Committee shall meet at least three times a year. Two members other than the Chairman shall constitute a quorum and the Chairman will have a casting vote in the event of equality.
- d. The Chairman, or in his absence the Secretary acting as Vice-Chairman, will chair all meetings of the Executive Committee, the ASPA Committee and all general meetings of the Association.
- e. Management of the Association, selection of new members, the administration and organisation of ordinary and extraordinary meetings and events shall be vested in the Executive Committee.
- f. The Executive Committee may set up sub-committees and working parties and appoint to these any members of the Association. External advisors may be appointed to meet specific skill or experience requirements dependent upon the matter at hand.
- g. Vacancies on the Executive Committee, or among the Association's officers, may be filled by the Executive Committee during the year, but vacancies so filled shall be ratified at the next Annual General Meeting.
- h. No Executive Committee member shall acquire any interest in property belonging to the Association, nor shall they receive remuneration or be interested in any contract entered into by the Executive Committee without the prior approval of the Executive Committee.

6. THE ASPA COMMITTEE

A full ASPA Committee (formally known as the General Committee) is made up of the Executive Committee Members, the ASPA Administrator, representatives of the Corporate Members, the ASPA PR adviser (also Bulletin editor), a representative of the individual members and others elected or co-opted to represent the other Services and other relevant organisations. It will meet at least twice a year to discuss events and actions as necessary. The Committee might also meet at other times to debate other issues relating to the Association processes, events or output.

7. ANNUAL GENERAL MEETING

- a. The Executive Committee of the Association shall convene an Annual General Meeting (AGM) every year: at least four week's notice shall be given to members.
- b. The business of the AGM shall be to:
 - i. Receive the annual reports of the Executive Committee and the accounts for the previous calendar year prescribed in Article 11 below;
 - ii. Confirm the election and re-election of the Executive Committee of the Association prescribed in Article 6 above.
 - iii. Enact any other business as per the notice convening the meeting.
- c. Six members in addition to the Executive Committee, present in person, shall constitute a quorum for the AGM. If a quorum is not present within thirty minutes after the time for which the meeting has been called, the business agenda will be referred to an extraordinary general meeting to be held within three months of the date of the AGM. Two weeks' notice of an Extraordinary General Meeting (EGM) will be given to all members; members who attend will constitute a quorum.

8. EXTRAORDINARY GENERAL MEETINGS

From time to time the Association may wish to convene an EGM to deal with matters that cannot properly await the next AGM. A minimum of two weeks' notice will be given to all members.

9. SOURCES AND USES OF FUNDS

- a. The Executive Committee will develop a top-level annual business plan together with a supporting budget, looking ahead for 3 years. The Association's financial year ends on 31st March.
- b. The annual subscription rates for members shall be reviewed annually in April following review of the annual accounts. Any amendments will be determined by resolution passed at the AGM on the recommendation of the Executive Committee.
- c. Annual subscriptions shall be payable each year on April 1st. Any member whose subscription is not paid by June 30th of the relevant membership year may be considered for termination of membership by the Secretary and may thereafter only be reinstated by resolution of the Executive Committee and payment of arrears of subscriptions in full.

- d. Individual Members may request suspension of their membership, via the Membership Secretary, and may thereafter resume membership subject to payment of the current subscription.
- e. The income of the Association from subscriptions, donations and otherwise shall be applied solely towards the objects of the Association as set forth in this Constitution.
 - i. Any excess funds accumulated by the Association in the course of its business will be distributed to projects or beneficiaries whose outputs or outcomes are directly aligned with the purpose and aims of the Association. Such expenditure will be recommended by the Executive Committee to the ASPA Committee for endorsement.
 - ii. The Association has grown in the last few years and the effort required to maintain the databases, manage the day-to-day finances and provide an acceptable level of administrative support has necessitated the recruitment of a part-time Administrator and Bookkeeper. The Association pays an appropriate hourly rate +VAT for this service, which is agreed by the Chairman.
 - iii. Nothing herein shall prevent the payment in good faith of reimbursement of expenses incurred on behalf of the Association to any Officer or member of the Association nor shall it prevent the procurement of goods or services as approved by the Executive Committee.
- f. If upon the final winding-up or dissolution of the Association, there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given, in equal parts, to the RAF Benevolent Fund and the RAF Association, subject to the approval of the ASPA Committee.

10. ACCOUNTS AND INDEPENDENT EXAMINATION

The Treasurer shall cause proper accounts to be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place and of the assets and liabilities of the Association.

- a. The Treasurer shall present to each AGM independently examined or audited accounts of the Association for the preceding financial year.
- b. The AGM shall appoint annually an independent person to examine the accounts of the year in progress and to report to the next AGM. The independent examiner shall not occupy at the same time any other office within the Association.

11. AMENDMENTS

No additional provisions may be introduced into this Constitution and no provision within this Constitution may be deleted, amended or replaced except by resolution passed by not less than three quarters of those present at the AGM of the Association or an EGM.