

# Royal Aeronautical Society

## By-Laws



Effective from 04 October 2016

# By-Laws of the Royal Aeronautical Society

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## **BY-LAWS OF THE ROYAL AERONAUTICAL SOCIETY**

### **1. Objects, Purposes and Interpretation**

- 1.1. The By-Laws exist to serve the objects and purposes of the Society as set out in the Society's Royal Charter.
- 1.2. The interpretation provisions in By-Law 26 shall apply to these By-Laws and Regulations made under them (which, for the avoidance of doubt, shall always be subordinate to these By-Laws).

### **2. Membership of the Society**

#### Classes of membership

- 2.1 There are eight classes of membership of the Society, which are termed respectively Fellow, Companion, Member, Associate Member, Associate, Affiliate, Honorary Fellow and Honorary Companion.

#### Requirements of membership

- 2.2 The requirements of membership for each class of membership are set out in Annex I to these By-Laws.

#### Engineering Council registrant members

- 2.3 The Society is a licensed body of the Engineering Council and in maintaining all processes for registration shall encourage all members of the Society who fulfil the requirements of the Engineering Council for registration as Chartered Engineers, Incorporated Engineers or Engineering Technicians to seek such registration accordingly, so that the Society is able to fulfil any requirements that apply to its status as a Licensed Member of the Engineering Council.

#### Registration with other Registration Authorities

- 2.4 The Society shall encourage all members of the Society who fulfil the requirements of other authorities to seek such professional recognition accordingly.

### 3. Election of Members

#### General

- 3.1 No person shall be elected to membership of any class except under arrangements approved by the Board of Trustees, with the exception of the Honorary classes referred to in By-Law 3.4.

#### Notification of Membership

- 3.2 Every person duly elected a member shall be informed by letter or by electronic means approved by the Board of Trustees. Membership is not effective until any monies due have been paid. If such monies are not paid within three months of the date of election, the election may be declared void by the Board of Trustees.

#### Certificate of Election

- 3.3 With the exception of Affiliate members, every person whose election has become effective in any class will receive a certificate of election. The certificate remains the property of the Society and is to be returned on application by the Board of Trustees.

#### Honorary Titles

- 3.4 The power of awarding the title “Honorary” in the classes of Fellow or Companion is vested in the Council. Honorary Fellows and Honorary Companions have all the privileges of Fellows and Companions respectively (ref Annex I – Membership Classes).

#### Abbreviated Titles

- 3.5 Honorary Fellows, Honorary Companions, Fellows, Companions, Members, Associate Members and Associates respectively may use the following abbreviated forms to indicate the class in the Society to which they belong, namely: HonFRAeS, HonCRAeS, FRAeS, CRAeS, MRAeS, AMRAeS and ARAeS.
- 3.6 Those members who are registered as engineers with the Engineering Council may use the style and title afforded to them by the Engineering Council and corresponding designatory letters of the Engineering Council before the letters indicating their grade of membership of the Society as appropriate.

3.7 Those members who are registered with other registration authorities may use the style and title of that authority and the designatory letters before the letters indicating their grade of membership of the Society as appropriate.

#### 4. Subscriptions

4.1 The annual rates of subscriptions and other fees payable by members shall be determined from time to time by the Board of Trustees.

4.2 With the exception of Honorary members, all members are liable for the payment of their annual subscription in accordance with Regulations made by the Board of Trustees.

4.3 The Board of Trustees may decide to waive a part or the whole of a member's annual subscription, or arrears, on the grounds of incapacity to pay arising from ill health, advanced age, or other sufficient cause.

4.4 Any members who may otherwise fail to pay their subscriptions for the year for which they are due will have their membership terminated.

#### 5. Codes of Conduct

5.1 All members shall at all times so order their conduct as to comply with:

5.1.1 the Code of Conduct for members of the Royal Aeronautical Society, contained in the Regulations, and

5.1.2 their Professional Conduct Obligations (the Code of Professional Conduct for Society members who are members of any professional body, contained in the Regulations).

5.2 All members shall act honourably, responsibly, and lawfully, in compliance with their Professional Conduct Obligations, in order to safeguard the reputation, standing and dignity of the Society and its members.

5.3 The Code of Conduct for members of the Royal Aeronautical Society and the Code of Professional Conduct of the Society shall form part of Regulations made (and which may be varied or replaced from time to time) by the Board of Trustees. Those regulations shall also contain Regulations for the enforcement of the Code of Conduct for members of the Royal Aeronautical Society and other Regulations of the Society.

- 5.4 Regulations made pursuant to By-Law 5.3 shall ensure that:
- 5.4.1 any complaint or allegation of improper conduct against a member is properly investigated and adjudicated upon by a committee established in accordance with the Regulations;
  - 5.4.2 the member is given full written details of the nature of any such complaint or allegation made against him;
  - 5.4.3 the member, who may be accompanied by a person of his choice, is given a full and fair opportunity of being heard and of calling witnesses and cross-examining any other witness testifying before the committee;
  - 5.4.4 in all respects the investigation is made, the proceedings are conducted, and the decisions are reached in accordance with natural justice and with due regard to the principles of human rights legislation and Regulations made in relation to the suspension or termination of membership.
- 5.5 When an allegation or complaint of gross misconduct or conduct likely to bring the Society into serious disrepute has been made against a member then the rights and privileges of membership of the Society may be suspended by any two of the President, the President-Elect and the Immediate Past President, for a period not exceeding three months in order that the allegation/complaint may be investigated in accordance with the Regulations. All of the members of the Board of Trustees shall be notified within seven days of any such suspension.
- 5.6 The Board of Trustees shall make and may amend Regulations relating to the circumstances in which the membership of a member may be terminated.
6. The Board of Trustees
- 6.1 The Board of Trustees shall be responsible for the advancement of the Society's Objects, for its administration, and for the management of its finances and property (ref By-Law 7.15).

Composition of the Board of Trustees

- 6.2 The Board of Trustees consists of:
- 6.2.1 the President — *ex officio*;
  - 6.2.2 the President-Elect — *ex officio*;
  - 6.2.3 the Immediate Past President — *ex officio*;
  - 6.2.4 three members elected by the Council from amongst its elected members;

- 6.2.5 three members, at least one of whom shall be a member of the Society, elected by the Council on the recommendation of its Nominations Committee in accordance with the Regulations.
- 6.3 With the exception of individuals in the Presidential Cycle, no Board Chairman, nor *ex officio* member of Council, shall be eligible to stand for election to the Board of Trustees unless he will cease to hold that role before his election to the Board of Trustees would take effect.
- 6.4 Subject to By-Law 6.5, trustees elected under By-Law 6.2.4 and By-Law 6.2.5 shall hold office for a maximum of three years and shall be eligible for re-election.
- 6.5 Trustees elected from amongst the elected members of Council under By-Law 6.2.4 above, shall hold office only until the first Council meeting to occur after the cessation of their membership of Council.
- 6.6 In the event of a vacancy in the number of elected trustees appointed under By-Law 6.2.4, the Council will elect another person to be Trustee, under the same principles, for the remainder of the term of office of the person who in ceasing to be a Trustee has created the vacancy.

#### Chairman of the Board of Trustees

- 6.7 The Chairman of the Board of Trustees shall normally be elected from amongst its members who were not elected under By-Law 6.2.5 above. However, if those members not appointed under 6.2.5 are unable or unwilling to undertake the role of Chairman of the Board of Trustees, a member appointed under 6.2.5 may be elected.
- 6.8 The Chairman of the Board of Trustees will normally serve a term of three years but his term of office shall come to an end on his ceasing to be a Trustee or the appointment by the Board of Trustees of a replacement or successor Chairman of the Board of Trustees.

#### Termination

- 6.9 A Trustee's term of office automatically terminates if he:
- 6.9.1 is disqualified under the Charities Acts from acting as a charity trustee;
- 6.9.2 is either mentally or physically incapable of managing his own affairs;

- 6.9.3 is absent from three consecutive meetings of the Board of Trustees without the consent of the Chairman of the Board of the Trustees;
  - 6.9.4 resigns by written notice to the Board of Trustees (but only if at least two Trustees will remain in office); or
  - 6.9.5 is removed by Resolution passed at a Special General Meeting by a two-thirds majority after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
- 6.10 The Council may suspend a Trustee from the Board of Trustees only for good cause and in accordance with the procedures set out in Regulations.
7. **The Proceedings and Powers of the Board of Trustees**  
Meetings of the Board of Trustees
- 7.1 The Trustees must hold at least four meetings in each calendar year.
  - 7.2 A quorum at a meeting of the Trustees is five Trustees.
  - 7.3 Any Trustee may call a meeting of the Trustees by giving reasonable notice (which shall normally be 14 Clear Days) of the meeting to the Trustees.
  - 7.4 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees and set out in Regulations in which all participants may communicate with all the other participants.
  - 7.5 The Chairman of the Board of Trustees or, if the Chairman of the Board of Trustees is unable or unwilling to do so, some other Trustee chosen by the Trustees present shall preside at each meeting of the Trustees.
  - 7.6 A meeting of the Trustees may be adjourned and be re-convened.
  - 7.7 The Trustees may at their sole discretion invite any person to attend or participate in a meeting of the Trustees, but such a person shall not be eligible to vote at the meeting.
  - 7.8 Save as provided in By-Law 7.9 every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution circulated via electronic or paper means to all the Trustees who would have been eligible to vote on the matter at a

meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:

7.8.1 the number of Trustees who approve the written resolution must be at least as many as would be required to form a quorum at a meeting of the Trustees; and

7.8.2 the written resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

7.9 In the case of any resolution

7.9.1 made under Article 18 of the Charter, voting shall be in accordance with that Article.

7.9.2 to waive or modify the conditions of membership made under By-Law 2.2 where it is felt necessary, the resolution must be approved by all members of the Board of Trustees.

7.10 Except for the Chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue (subject to By-Law 7.13).

7.11 The proceedings of a meeting of the Trustees shall not be invalidated because a Trustee who was entitled to receive notice of the meeting did not receive it because of an accidental omission of the Society.

Conflicts of interest or duty

7.12 A Trustee must avoid a situation in which he has an interest or duty that conflicts or possibly may conflict with the interests of the Society. This duty is not infringed if:

7.12.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;

7.12.2 the situation is authorised by the Trustees in accordance with By-Law 7.13; or

7.12.3 the situation relates to the purchase of Trustee indemnity insurance.

7.13 If a conflict of interests arises for a Trustee, the un-conflicted Trustees may authorise such a conflict of interests provided that:

7.13.1 the procedure in By-Law 7.14 is followed;

7.13.2 authorisation will not result in any Benefit being conferred on any Trustee or any Connected Person that would not be permitted by By-Law 21; and

7.13.3 the un-conflicted Trustees consider it is in the best interests of the Society to authorise the conflict of interest in the circumstances.

- 7.14 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Board of Trustees or a meeting of a Board, Committee or Sub-Committee, the Trustee concerned must:
- 7.14.1 declare his interest before discussion begins on the matter;
  - 7.14.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
  - 7.14.3 not be counted in the quorum for that part of the meeting; and
  - 7.14.4 withdraw during the vote and have no vote on the matter.

Powers and responsibilities of the Board of Trustees

- 7.15 The Board of Trustees shall manage the business of the Society and may exercise all the powers of the Society unless it is subject to any restrictions imposed by the Society's Charter or these By-Laws.
- 7.16 Without prejudice to By-Law 7.15, the Board of Trustees shall:
- 7.16.1 establish and maintain Boards and Committees in accordance with the provisions of By-Law 14;
  - 7.16.2 make Regulations that are not inconsistent with the Society's Charter and these By-Laws;
  - 7.16.3 set overall objectives and policy guidelines consistent with the Society's Objects and its obligations;
  - 7.16.4 consider and approve as appropriate all significant capital expenditure, as defined in Regulations by the Board of Trustees; and
  - 7.16.5 establish and maintain an Investment Policy.
- 7.17 Without prejudice to By-Law 7.16, the Board of Trustees may:
- 7.17.1 delegate any of their functions to a Board, Committee or a Sub-Committee provided always that the provisions of By-Law 14 (as applicable) are complied with;
  - 7.17.2 establish other policies to govern the administration of the Society;
  - 7.17.3 delegate the management of investments to an Investment Specialist, but only on terms that:
    - (a) require the Investment Specialist to comply with the Investment Policy;
    - (b) require the Investment Specialist to report every transaction to the Board of Trustees as soon as possible;

- (c) require the Investment Specialist to review the performance of the investments with the Board of Trustees regularly;
- (d) entitle the Board of Trustees to cancel the delegation arrangement at any time;
- (e) require the Investment Policy and the delegation arrangement to be reviewed by the Board of Trustees no less than annually;
- (f) require all payments to the Investment Specialist to be on a scale or at a level which is agreed in advance and to be notified promptly to the Board of Trustees on receipt;
- (g) prohibit the Investment Specialist from doing anything outside the powers of the Board of Trustees.

7.17.4 borrow and incur debt, subject always to the taking of professional financial advice and the restrictions imposed by the Charities Acts; and

7.17.5 exercise any other powers of the Society which are not reserved to the members.

## 8. The President-Elect

- 8.1 The Council, at their November meeting, shall elect, normally from the elected members of Council, the President-Elect for the ensuing year. The President-Elect shall hold office for a period beginning with the conclusion of the Annual General Meeting next following the election and ending at the end of the subsequent Annual General Meeting.
- 8.2 The President-Elect shall be elected by the Council by secret ballot from a list of nominations made by the Council members from among the members of the Council. Exceptionally the Council may elect a President-Elect who is not a member of the Council where the Council believes that there is a particular benefit to the Society. The President-Elect shall be a Member, Companion or Fellow of the Society and is eligible to be a Trustee under the terms of By-Law 6.
- 8.3 In the event of the termination of membership or resignation of the President-Elect the Council shall elect a new President-Elect from among their number to hold office until the end of the subsequent Annual General Meeting referred to in By-Law 8.1.

8.4 Service as the Acting President following the death or resignation of the President shall not preclude the President-Elect from taking office as the President the following year.

8.5 The President-Elect is the sole Vice-President.

## 9. The President

9.1 The President, who must be a Member, Companion or Fellow, shall be elected by the Council from the current members of Council at the November Meeting of the Council and shall hold office for the period beginning at the conclusion of the Annual General Meeting next following their election until the end of the subsequent Annual General Meeting. The candidate for the Presidency will normally be the President-Elect. No person is eligible for re-election to the office of President save in circumstances resolved by the Council to be extraordinary.

9.2 The President is elected for a term of one year (not to be extended) generally following a term as President-Elect. If, for whatever reason, a President-Elect is unable to serve as President, the Council shall elect a President from the current members of the Council by secret ballot. A President elected in this manner shall serve for a term sufficient only to allow normal presidential election processes to be resumed. The President so elected shall have the full powers and responsibilities of President for the remainder of the term.

9.3 Exceptionally the Council may elect a President who is not a member of the Council where the Council believes that there is a particular benefit to the Society and provided that such a person is a Member, Companion or Fellow of the Society.

9.4 In the event of the termination of membership or resignation of the President, the Council shall appoint the President-Elect to hold office, as Acting President, until the end of the next Annual General Meeting (subject to By-Law 8.4).

9.5 The President, if present, shall take the chair at all Council meetings and General Meetings of the Society. The President-Elect shall take the Chair at any Council meetings or General Meetings at which the President is not present. If neither the President nor the President-Elect is present at such a meeting the Immediate Past President shall take the chair. If neither the President nor the President-Elect nor the Immediate Past President is present, the meeting shall be adjourned to reconvene at

a later date. If neither the President nor the President-Elect nor the Immediate Past President is present at the reconvened meeting, the Chief Executive shall take the chair for the first item on the agenda of the reconvened meeting which shall be the election of a Chairman for the meeting.

- 9.6 The Council shall determine at the end of a Presidential year whether a President who has resigned before the end of that year shall be designated a Past President.

## 10. The Council of the Society

- 10.1 There shall be a Council of the Society elected under the provisions of these By-Laws.

### Composition of the Council

- 10.2 The Council consists of:

10.2.1 the President — *ex officio*;

10.2.2 the President-Elect — *ex officio*;

10.2.3 the Immediate Past President — *ex officio*;

10.2.4 the Presidents of Divisions — *ex officio*;

10.2.5 the Chairman of the Branches Committee — *ex officio*;

10.2.6 the Chairman of the Specialist Groups Chairmen Committee — *ex officio*;

10.2.7 eighteen members elected by the Society on a three-year rotation;

10.2.8 up to three members co-opted by the Council on the sole grounds that an important area of the Society's interest is not otherwise represented on the Council.

- 10.3 Notwithstanding the preceding provisions of this By-Law, at least half of all the members of the Council at any given time must be Members, Companions or Fellows of the Society.

- 10.4 If either committee referred to in By-Law 10.2.5 or 10.2.6 is dissolved, the position concerned will fall vacant.

### Responsibilities of the Council

- 10.5 The Council shall be responsible for:

10.5.1 elections for the post of President and President-Elect in accordance with these By-Laws;

10.5.2 elections to the Board of Trustees in accordance with these By-Laws;

- 10.5.3 the establishment of a Nominations Committee reporting to Council in accordance with Regulations made by the Board of Trustees from time to time;
- 10.5.4 arrangements for the conferring of awards, medals and the nomination of individuals for invitation to Honorary Fellowship and Honorary Companionship;
- 10.5.5 such other responsibilities as may be specified in terms of reference set by the Board of Trustees from time to time.

#### Appointment of Alternates

- 10.6 The Chairman of the Branches Committee and the Chairman of the Specialist Groups Chairmen Committee may from time to time appoint (and remove and make a replacement appointment) respectively another member of that committee and the President of the Divisions may from time to time appoint a Divisional representative who is a member of and approved by the Divisional Council as an alternate to attend and vote at meetings of the Council in his place in accordance with Regulations made by the Board of Trustees.

### 11. Membership of the Council

- 11.1 Elected members of the Council shall be elected by the Voters by ballot from amongst the members of the Society. Subject to By-Law 11.5, elected members shall hold office for three years and shall be eligible for re-election.
- 11.2 Past Presidents serve on the Council for one year *ex officio* immediately after their term as President after which they are eligible to stand for re-election to the Council.
- 11.3 Any member co-opted to the Council serves for only one year. A member may be co-opted in successive years if the criteria for the co-option continue to apply and are judged to do so by decision of the Council. In no case shall a member be co-opted to serve for more than three successive years. A co-opted member is free to seek election as a new candidate following a period of co-option.
- 11.4 The term of office of a member of the Council shall come to an end if:
  - 11.4.1 he resigns in writing; or
  - 11.4.2 he ceases to be a member of the Society; or
  - 11.4.3 without the consent of the Council, he holds any office of profit under the Society, or
  - 11.4.4 he fails to disclose the nature of any direct interest in a contract with the Society;

- 11.4.5 he becomes bankrupt or makes any arrangement or composition with his creditors, or
- 11.4.6 a receiver is appointed by the Court of Protection in respect of his assets, or
- 11.4.7 a vote by three-quarters of the members present at a meeting of the Council, at which due notice of the proposed resolution has been given, for removal of the member from office.
- 11.5 If an elected member of Council dies, resigns or becomes disqualified from Council membership, the Council shall fill the vacancy by electing the candidate with the highest number of votes from among the unsuccessful candidates at the most recent election. The Council may take this action at any time in the year following the circumstance that caused the vacancy. The member so elected holds office for the remainder of the term of office of the member he has replaced.
- 11.6 In electing a new member to the Council under this By-Law, the Council will ensure that the composition of the Council complies with By-Law 10.3.
- 11.7 A Council member who is elected to the position of President-Elect, President or any other *ex officio* role, shall be replaced by the Council in the same manner as an elected member who has resigned, died or been disqualified.
- 11.8 If a Past-President is unable or unwilling to serve for the year immediately following his Presidential year, the Council shall elect a replacement from within their number.
- 12. Council Elections**
- The arrangements for the annual election of members to the Council shall be as set out in Regulations.
- 13. Meetings of the Council**
- 13.1 There shall be at least four meetings of the Council in each calendar year on dates to be agreed by the Council and otherwise it shall meet when summoned by the President or President-Elect. The Chairman of the Board of Trustees shall also be entitled to summon a meeting of the Council if it is the wish of the Board of Trustees that a matter be considered by the Council in advance of its next scheduled meeting.
- 13.2 Arrangements for the conduct of Council meetings, voting requirements and quorum shall be in compliance with By-Law 9.5 and set out in Regulations.

- 13.3 The President may invite any person to attend or participate in a meeting of the Council. Such invitees shall not be entitled to vote at the meeting.
14. Boards and Committees
- 14.1 The Board of Trustees may delegate to any Board or Committee such of its powers and duties as it sees fit and the law and good practice for charities allows, but the Board of Trustees remains responsible for the actions of such Boards and Committees and the Board of Trustees may dissolve a Board or Committee at any time.
- 14.2 Boards shall report directly to the Board of Trustees and their chairmen shall be elected in accordance with By-Law 14.5. Committees appointed by the Board of Trustees shall report to the Board of Trustees, the Council or any other body within the Society, and their chairmen shall be appointed or elected in such manner, as the Board of Trustees shall determine having regard to the functions of the Committees and good practice for charities.
- 14.3 Boards appointed by the Board of Trustees under this By-Law may themselves appoint Sub-Committees reporting to them.
- 14.4 Subject always to the provisions of By-Law 14.5, the composition of Boards and Committees shall be determined by the Board of Trustees, and the composition of each Sub-Committee is determined by the Board appointing it, provided that (other than in exceptional circumstances):
- 14.4.1 each Board shall include at least three members of the Council;
- 14.4.2 a majority of the members of each Board and Committee shall be members of the Society; and
- 14.4.3 in order to address a particular purpose, the Board of Trustees may establish, or may authorise others to establish, a Committee or Board which does not meet the template set out in the preceding paragraph of this By-Law.
- 14.5 Board Chairmen shall be elected by the Board of Trustees from the elected members of Council by secret ballot for a term of three years and are eligible for re-election. Board Chairmen so elected shall continue to be members of Council for the term for which they were elected to Council.
- 14.6 The terms of reference for all Boards and Committees will be determined by the Board of Trustees when the Board or Committee is established and will be reviewed by the

Board of Trustees at intervals of not more than three years. The quorum for any Board or Committee shall be set out in the terms of reference for that Board or Committee, and shall be in accordance with any applicable Engineering Council requirements.

- 14.7 Any report submitted to the Trustees or Council by a Board or Committee shall be approved, either physically or electronically by the Chairman, or his delegate, and shall indicate the names of any members dissenting from the report.
- 14.8 The Board of Trustees shall draw up and may vary from time to time Regulations governing Boards and Committees.
- 14.9 Changes in the number, composition, management or titles of Boards and Committees shall be approved by the Board of Trustees. At all times the terms of reference, terms and conditions and membership details of Boards and Committees then in operation shall be available to any member of the Society upon request.

## 15. Finance

### Accounts

- 15.1 The Board of Trustees must cause proper books of account to be kept such as are necessary to give a true and fair view of the state of the Society's affairs, to explain its transactions and to comply with all laws and Regulations applicable to the Society.
- 15.2 The books of account shall be kept in the offices of the Society or at such other places in the United Kingdom as the Board of Trustees may direct and must always be open to inspection by members of the Board of Trustees.

### Inspection of Accounts

- 15.3 The Board of Trustees may from time to time make arrangements under which members who are not members of the Board of Trustees may inspect all or some of the accounts and books of the Society. Such members shall have no right of inspection beyond that provided for under such arrangements.

### Presentation of Accounts

- 15.4 The Board of Trustees must arrange for the following to be prepared and laid before the members at each Annual General Meeting:
- 15.4.1 a statement of the income and expenditure during the preceding year to 31 December;

- 15.4.2 a balance sheet as at that date;
- 15.4.3 a statement of the funds held in trust by or for the Society at the same date;
- 15.4.4 a report on the work of the Society during the preceding year up to 31 December.
- 15.5 The matters referred to in By-Law 15.4 shall be prepared in accordance with the Statement of Recommended Practice issued by the Charity Commission for England and Wales, and/or the requirements of the Companies Act as appropriate.
- 15.6 Copies of all these documents, together with copies of the Auditors' report under By-Law 16.2, shall be posted on the Society's website at least twenty-one days before the Annual General Meeting. Abbreviated copies of the documents together with copies of the Auditors' report under By-Law 16.2 shall be sent to all paid up members at least twenty-one days before the Annual General Meeting.
- 16. The Auditors**
- Appointment of the Auditors
- 16.1 The Auditors of the Society (who shall be qualified in accordance with all applicable laws and regulations) shall be appointed annually by the Voters at the Annual General Meeting. The Board of Trustees may fill any casual vacancy in the office of the Auditors. The remuneration of the Auditors of the Society shall be fixed by the Board of Trustees, who may also authorise the payment of such expenses of the Auditors as it thinks proper.
- Auditors' Report
- 16.2 The Auditors shall make a report to the members on the accounts examined by them and on all accounts and financial statements laid before the Society in Annual General Meeting during their tenure of office. The report will state whether the Auditors have obtained all necessary information for the purposes of their audit and whether or not in their opinion all proper books of account have been kept by the Society and whether or not the financial statements and accounts laid before the Society in Annual General Meeting give a true and fair view of the Society's affairs.
- 16.3 The Auditors' report shall be presented before the Society in Annual General Meeting and shall be open to inspection by any member.

16.4 Every Auditor of the Society shall have a right of access at all times to the books and accounts of the Society and shall be entitled to require from the officers of the Society such information and explanation considered necessary for the performances of the duties of the Auditors.

16.5 The Auditors of the Society shall be entitled to attend any Annual General Meeting of the Society and to receive all notices of and other communications relating to any Annual General Meeting which any member of the Society is entitled to receive and to be heard at any Annual General Meeting which they attend on any part of the business of the meeting which concerns them as Auditors.

## 17. Honorary Officers

### Appointment of Honorary Officers

17.1 The Board of Trustees may appoint an Honorary Solicitor and such other Honorary Officers as the Board of Trustees may decide.

### Rights of Honorary Officers

17.2 All Honorary Officers shall have the right to attend meetings of the Board of Trustees and of the Council, but may not vote at such meetings unless they are also a member of the Board of Trustees or the Council, as the case may be.

## 18. The Chief Executive

18.1 The Board of Trustees shall be responsible for appointing and dismissing the Chief Executive of the Society as an executive officer on terms and conditions approved by it. The Chief Executive shall report to the Chairman of the Board of Trustees.

18.2 The Chief Executive or his representative shall be in attendance at Council meetings.

18.3 The Chief Executive shall be a full voting member of the Finance Committee and shall count towards the quorum. For the other Boards and Committees, the Chief Executive has the right to attend, but shall not be included in the quorum or be entitled to vote.

## 19. Meetings of the Society

### Types of Meeting

19.1 The General Meetings of the Society are as follows:

19.1.1 Annual General Meetings;

19.1.2 Special General Meetings.

Annual General Meetings

- 19.2 The Annual General Meeting of the Society shall be held in May each year, on a date and at a time determined by the Board of Trustees. Proper minutes must be kept. The business of the Annual General Meeting is to receive and consider the minutes of the previous Annual General Meeting, the Audited accounts and the Report of the Board of Trustees on the state of the Society, to appoint the Auditors for the ensuing year, and to receive the names of those appointed to the Board of Trustees and those newly-elected to the Council.
- 19.3 At least 21 days' clear notice must be given to the members in writing of an Annual General Meeting and the notice convening the meeting must state the nature of the business to be transacted.
- 19.4 The quorum for the Annual General Meeting is 25 Voters. If no quorum is present by 30 minutes after the determined time the meeting must be adjourned to a time and place determined by the President, when the Voters then present, whatever their number, constitute a quorum. The date determined by the President for the reconvened meeting must be at least seven days after the date originally appointed, but must not be more than fifteen days after that date.

Special General Meeting

- 19.5 All General Meetings other than Annual General Meetings shall be Special General Meetings.
- 19.6 The Board of Trustees may at any time call a Special General Meeting in accordance with Articles 14 and 18 of the Charter or to consider any business relative to the direction and management of the Society.
- 19.7 The Board of Trustees must convene a Special General Meeting on receipt of a requisition in writing of 250 Members, Companions or Fellows. Such a requisition must state the matters to be brought before the Special General Meeting and the resolutions to be moved at it. A requisition must be deposited with the Chief Executive, and may consist of several documents of like form, each signed by one or more requisitionists. If the Board of Trustees does not proceed to call a meeting within 30 days of the deposit of the requisition the requisitionists may themselves convene the meeting in any manner in which meetings may be convened by the Board of Trustees. Any meeting

convened by the requisitionists must take place within three months of the date on which the requisition was deposited.

- 19.8 The quorum for a Special General Meeting is 50 Voters present at the meeting. If a quorum is not present at a Special General Meeting convened as the result of a requisition the business and resolutions proposed to be dealt with shall be deemed to have fallen for lack of support.
- 19.9 At least 21 days' notice must be given in writing of a Special General Meeting, and such notice must specify the resolutions to be considered.
- 19.10 An entry in the minutes by the President of the result of the voting by a show of hands is conclusive evidence thereof.

#### Voting

- 19.11 At any General Meeting the voting on any resolution, and any amendments to it made at the meeting, shall be by show of hands unless, (before, or on, the declaration of the result of the show of hands), a postal vote is directed by the chairman of the meeting or demanded by any 20 Voters present at the meeting.
- 19.12 If a postal ballot is held, both the original resolution and any amendments made at the meeting are to be voted on. The Board of Trustees is empowered to determine the form and content of a postal ballot to ensure an overall consistent result.
- 19.13 Unless a postal vote is directed or demanded a declaration by the chairman of the meeting that a Resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect, signed in the book containing the minutes of proceedings of the Society, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The direction or demand for a postal vote may be withdrawn by the person or persons who directed or demanded it but this must be done before the conclusion of the meeting.

- 19.14 In the case of equality of votes, either on a show of hands or on a postal vote, the chairman of the meeting at which the show of hands takes place or at which the postal vote is directed or demanded is entitled to a second or casting vote.
- 19.15 If a postal vote is directed or successfully demanded, a copy of the notice of the meeting in question shall be sent by the Chief Executive within 30 days, together with a voting paper to each Voter, which must be posted in an envelope marked as being from the Society and addressed to the registered address of each Voter. The information sent to Voters shall state clearly the date by which returned voting papers must be received, which shall be at least two months from the date on which they were sent out. An envelope addressed to the Chief Executive must also be included with the voting papers for their return.
- 19.16 Voters who wish to exercise their right to vote in such a postal ballot shall use the voting paper sent to them by the Chief Executive, and shall complete it in accordance with any instructions that may be given. Voting papers that are not completed in accordance with any such instructions will be invalid.
- 19.17 The Board of Trustees shall make Regulations for the scrutiny and recording of postal votes.
- 19.18 All Voters shall be sent notice of General Meetings which notices shall be deemed to have been served on a Voter on the second day following the day on which it was posted, and in proving such service it is sufficient evidence to show that an envelope or other wrapper containing the notice was addressed by name to the Registered Address of the Voter and consigned to the custody of an approved postal service. An accidental omission to send any notice to any Voter shall not invalidate the voting on any matter considered at any meeting in respect of which such notice should have been given.

#### Conduct of Meetings

- 19.19 Where these By-Laws make no specific provision otherwise the Board of Trustees may prescribe the method of conducting the business of any General Meeting. Among the matters that may be covered by the Board of Trustees in doing so is the effective

consideration of alterations, amendments or additions to any resolution to be moved at the meeting.

**20. Divisions, Branches, Sections and Specialist Groups**

20.1 The power to form and dissolve Divisions, Branches, Sections and Groups of the Society is vested in the Board of Trustees which may draw up and vary as it thinks fit Regulations for their formation and governance.

Divisions

20.2 Divisions shall be self-governing bodies associated to the Society but separate legal entities.

20.3 The relationship between the Society and Divisions shall be as set out in Regulations and in each case determined by the Board of Trustees in consultation and agreement with the Division concerned.

20.4 The Society and each Division shall enter into a legal agreement in a form consistent with Regulations and approved by the Board of Trustees.

Branches

20.5 A Branch of the Society may be formed by agreement of the Board of Trustees in any place where it will serve the interests of members or by a Division in accordance with the Regulations pertaining to the governance of Divisions.

20.6 A Branch shall be formed and administered in accordance with Branches Regulations approved by the Board of Trustees for this purpose (which the Board of Trustees may vary from time to time).

Specialist Groups and Sections

20.7 A Specialist Group or Section may be constituted, administered and may be dissolved in accordance with Regulations made by the Board of Trustees.

**21. Benefits to Members and Trustees**

21.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the members save that:

21.1.1 members who are not Trustees may be employed by the Society;

- 21.1.2 members (and Trustees) may be paid interest at a reasonable rate on money lent to the Society;
  - 21.1.3 members (and Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Society;
  - 21.1.4 members (and Trustees) who are beneficiaries may receive charitable benefits in that capacity; and
  - 21.1.5 a member may enter into a contract with the Society to supply goods or services in return for payment or other Benefit if the goods or services are actually required by the Society and for the avoidance of doubt no such contract shall affect a member's voting or other rights.
- 21.2 A Trustee must not receive any payment of money or other Benefit (whether directly or indirectly) from the Society except:
- 21.2.1 as provided in By-Law 21.1.1, 21.1.2, 21.1.3 or 21.1.4;
  - 21.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
  - 21.2.3 payment to any company in which a Trustee has no more than a 1% shareholding; or
  - 21.2.4 in exceptional cases, other payments or Benefits (but only with the prior written approval of the Charity Commission).
- 21.3 Any Trustee (or any Connected Person whose remuneration might result in a Trustee obtaining a Benefit) may enter into a contract with the Society to supply goods or services in return for a payment or other Benefit but only if:
- 21.3.1 the contract is declared, documented and approved by the Board of Trustees;
  - 21.3.2 the goods or services are actually required by the Society;
  - 21.3.3 any conflict of interests is authorised by the Trustees in accordance with By-Law 7;
  - 21.3.4 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in By-Law 7; and
  - 21.3.5 in any Financial Year, no more than half of the Trustees are subject to such a contract (or are connected to a Connected Person who is subject to such a contract).

## 22. Duty of Care

- 22.1 When exercising any power (whether given to them by the Charter, these By-Laws or by any rule of law) in administering or managing the Society, each of the Trustees must use the level of care and skill that is reasonable in the circumstances, taking account of any knowledge or experience that he claims to have (the 'duty of care').
- 22.2 No Trustees and no one exercising powers and responsibilities that have been delegated by the Trustees, shall be liable for any act or failure to act unless, in acting or failing to act, he has failed to discharge the duty of care. No act of the Board of Trustees which has received the expressed or implied sanction of the Members, Companions and Fellows present at a General Meeting of the Society, can be impeached by any member of the Society on any grounds.
- 22.3 No member of the Board of Trustees or of the Society has power, without the express authorisation of the Board of Trustees, to enter into any contract, obligation, pledge, or expense on behalf of the Society. A member will be held personally liable for any such contract entered into.
- 22.4 Members of Council, the Board of Trustees, Boards, Committees, Sections or Specialist Groups of the Society or Divisions or Branches and officers of the Society shall be indemnified out of the funds and property of the Society to such extent as the Board of Trustees (having been advised on the extent of such indemnity in the light of the Society's status as a charity) approve from and against such costs, charges or damages as they may sustain by reason of their accepting office or acting in execution of the duties or power imposed upon them or given to them by the Charter or these By-Laws.

## 23. Winding Up

- 23.1 If, in the event of a winding-up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 6 of the Charter and By-Law 21, such charitable institution or institutions to be determined by the members of the Society, in

General Meeting, at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

**24. Custody of the Seal**

24.1 The Board of Trustees must provide for the safe custody of the Common Seal of the Society and make regulations for its use.

**25. Aeronautical Trusts Limited**

25.1 Aeronautical Trusts Limited holds property and moneys as a trustee for the Society. A copy of the Memorandum and Articles in force at the date of the adoption of these By-Laws appears as Annex III to the By-Laws.

25.2 The Board of Trustees is responsible for the appointment and removal of the Directors of the Company and for the designation of those individuals authorised to hold issued shares in the Company and will make regulations in relation to the discharge of its obligations.

**26. Interpretation and Definitions**

26.1 Unless the context otherwise requires:

26.1.1 references to the plural shall include the singular and vice versa; and

26.1.2 words denoting one gender shall include both genders.

26.2 In these By-Laws the word set out in the left hand column shall have the meanings in the right hand column.

Acting President	a President appointed in an interim capacity under By-Law 9.4;
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Benefit	a benefit of any kind having a value which is more than minimal (typically £100);
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Board of Trustees	the Board comprising the Charity Trustees of the Society in accordance with Article 10 of the Charter;
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Boards	boards established by the Board of Trustees in accordance with these By-Laws;
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Branch	a branch of the Society established under By-Law 20;
Branches Regulations	regulations of the Board of Trustees covering the formation and administration of Branches of the Society;
Charter	the Royal Charter of the Society dated 17 January 1949, as amended, as varied from time to time by Supplemental Charter;
Chief Executive	the Chief Executive for the time being of the Society, appointed in accordance with By-Law 18;
Clear Days	complete days, not including the day on which the notice is given or the day on which the event for which it is given takes place;
Committees	committees appointed by the Board of Trustees in accordance with these By-Laws;
Connected Persons	any of: (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a); (c) a person carrying on business with a Trustee or with any person falling within (a) or (b); (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a), (b) or (c) (or which is controlled by any two or more such persons when taken together); and (e) a body corporate in which a Trustee or any person within paragraphs (a), (b) or (c) has a controlling interest (or in which two or more such persons, taken together, have a controlling interest);
Corporate and non- Corporate member	in the Charter, means voting and non-voting members of the Society;

Council	an advisory body elected by members in accordance with these By-Laws and Regulations made by the Board of Trustees from time to time;
Divisions	a division of the Society established pursuant to By-Law 20;
Divisional Council	a committee whose members represent a Division of the Society;
Engineering Council	the registration authority or its successor bodies established by Royal Charter;
Honorary members	individuals elected to honorary membership by the Council in accordance with By-Law 3 or whose honorary membership was awarded under arrangements predating these By-Laws;
Investment Policy	the Investment Policy should be developed with the Investment Specialist and be reviewed and approved periodically by the Board of Trustees;
Investment Specialist	an individual, company or firm who is authorised and regulated by the Financial Services Authority in the UK;
Member	the term 'Member' (with a capital 'M') refers to the class of Member as mentioned in By-Law 2, but the use of the word member (with a small 'm') refers to all classes of membership, that is, all persons who are on the Register of the Society;
Nominations Committee	the Nominations Committee of Council established in accordance with these By-Laws and Regulations;
Notice	any written notice required under these By-Laws, including a ballot paper;
Objects	the charitable objects of the Society as set out in the Charter;

Postal	in the context of a 'postal ballot' or a 'postal vote' in By-Law 19, shall include a ballot in which members are given the opportunity to respond either by post or by electronic means;
President	the President of the Society appointed in accordance with By-Law 9;
Presidential Cycle	the cycle of office comprising the offices of President-Elect, President and Immediate Past President;
Professional Conduct	the obligations placed on a member from time to time under any rules or codes of professional conduct which may apply to him by virtue of his membership of one or more professional or other bodies;
Register	the register of members of the Society;
Registered address	means that address of a member which, for the time being, appears on the Register of the Society;
Regulations	regulations made by the Board of Trustees from time to time in accordance with these By-Laws and the Royal Charter
Secret Ballot	a confidential ballot conducted in accordance with the Regulations;
Sections and Specialist Groups	groups of the Society established pursuant to By-Law 20.7
Society	the Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists;
Trustee	a member of the Board of Trustees;
Vice-President	means the Vice-President of the Society;

**Voters** Fellows, Companions, Members, those Associate Members who were elected before 1st January 1975 to the class of Associate defined in the By-Laws adopted on 11th January 1960 and those Associate Members who are registered as Incorporated Engineers under the provisions of the Royal Charter and Bye-Laws of the Engineering Council;

**Written or Writing** refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail.

## **ANNEX I - Membership Classes**

### **Fellow**

Applications for Fellowship must be proposed and supported by two Fellows of the Society or a similar professional Society approved by the Board of Trustees. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Every candidate for election into the class of Fellow must be a Member of the Society or possess the qualifications necessary for Membership.

Furthermore, in the opinion of the Board of Trustees, the candidate shall:

- (a) have made outstanding contributions in the profession of Aeronautics (which for the purposes of this annex includes Astronautics); or
- (b) have attained a position of high responsibility in the profession of Aeronautics; or
- (c) have had long experience of high quality in the profession of Aeronautics.

### **Companion**

Persons who have rendered valuable service to the profession of Aeronautics, and do not qualify for the class of Fellow.

Applications for Companionship must be proposed and supported by two Fellows or Companions of the Society or of a similar professional institution approved by the Board of Trustees. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

### **Members**

Applications for Membership must be supported by two professional referees who know the applicant in a professional capacity. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Applicants must either:

- (a) (i) hold an academic or vocational qualification acceptable to the Board of Trustees;  
and
- (ii) typically have four years' integrated training and experiential learning including two years' experience at an appropriate level of responsibility; or

- (b) have typically 15 years' appropriate experience of which the last seven are in a position of responsibility at a level appropriate to the grades of Member or Fellow.

Recognising that some applicants may have undergone structured development and training (which could include gaining relevant professional and/or vocational qualifications) thereby providing early advancement to positions of appropriate responsibility, the overall 15-year period may be relaxed where evidence of such training is presented, provided that typically for the last seven years the candidate has held a position of responsibility at an appropriate level.

### **Associate Member**

Applications for membership as an Associate Member must be supported by two professional referees who know the applicant in a professional capacity. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Applicants must satisfy (a), (b) or (c) below, namely:

- (a)
  - (i) hold an academic or vocational qualification acceptable to the Board of Trustees for admission to Member class; and
  - (ii) have typically completed two years' training and/or experiential learning; or
  
- (b)
  - (i) hold an academic or vocational qualification acceptable to the Board of Trustees; and
  - (ii) typically have completed three years' integrated training and experiential learning including two years' experience at an appropriate level of responsibility, or
  
- (c) have typically 12 years' appropriate experience.

### **Associate**

Applications for Associateship must be supported by two professional referees who know the applicant in a professional capacity. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Applicants must:

- (a) hold an academic or vocational qualification acceptable to the Board of Trustees; or
- (b) have typically three years' experience at a level of responsibility deemed appropriate by the Board of Trustees.

**Affiliate**

Applicants engaged in full-time study intending to follow a career in aerospace, and those persons who, while they may be ineligible for other classes of membership, are nevertheless associated with or interested in aeronautics and wish to further the Objects.

**Honorary Companion and Honorary Fellow**

Members may become Honorary Companions or Honorary Fellows at the discretion of the Council in accordance with the provisions of By-Law 3.4.

ANNEX II - Codes of Conduct moved to Regulations 4th October 2016

**ANNEX III - Aeronautical Trusts Limited Memorandum and Articles of Association**  
**THE COMPANIES ACTS, 1908 to 1917 COMPANY LIMITED BY**  
**SHARES**

**MEMORANDUM OF ASSOCIATION**

**of**

**AERONAUTICAL TRUSTS LIMITED**

Amended by Special Resolution — 5th May 1960 and 10th December 1986 Amendment approved by H.M. Privy Council — 5th June 1960 and 18th May 1987

1. The name of the Company is 'AERONAUTICAL TRUSTS LIMITED.'
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:
  - (a) To act as Trustees and to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise and in particular either alone or in conjunction with others to act as Trustees of and to take over and administer 'The Wilbur Wright Memorial Fund', 'The R.38 Memorial Fund', 'The Usborne Memorial Lecture Fund', 'The Edward Busk Memorial Lecture Fund', 'The Herbert Akroyd Stuart Fund', and any other trust or memorial funds now existing or hereafter to come into existence which are at present or may hereafter come under the control or management of the 'Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists' a body incorporated by Royal Charter on 17th January 1949, or its branches or which are now or may hereafter be held by any person or persons or company or have been or may hereafter be constituted in connection with Aeronautics or Aeronautical Science.
  - (b) To promote and assist in the promotion of Charities or Trust or Memorial Funds in connection with Aeronautics or Aeronautical Science.

- (c) To purchase, take on lease, hire or otherwise acquire any real or personal property which it may be thought desirable to acquire for the purposes of the Company and to dispose of or otherwise deal with the same in any manner thought desirable.
  - (d) To take any gift of or otherwise acquire property, whether subject to any special trust or not, for any one or more of the objects of the Company.
  - (e) To take such steps by personal or written appeals, public meetings, or otherwise, as from time to time be deemed expedient for the purpose of procuring contributions in the shape of donations, annual subscriptions, or otherwise to any Trust or Memorial Funds or any Charitable Educational or other funds in connection with Aeronautics or Aeronautical Science.
  - (f) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
  - (g) To invest any monies of the Company not immediately required for any of its objects in any of the investments for the time being allowed by law for the investment of trust funds and to vary and transpose the same from time to time.
  - (h) To subscribe to any local or other charities, and to grant donations for any public purpose, and to provide a superannuation fund for the servants of the Company or otherwise to assist any such servants or their widows or children.
  - (i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Company. Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Company, or to any Member of the Company, or other person, in return for any services actually rendered to the Company.

**THE COMPANIES ACT, 1948**  
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**AERONAUTICAL TRUSTS LIMITED**

Approved by H.M. Privy Council — 25th April 1950

Amended by Special Resolution — 5th May 1960, 15th May 1969 and 10th December 1986

Amendment approved by H.M. Privy Council — 15th June 1960 and 18th May 1987

1. Subject as hereinafter provided the regulations contained or incorporated in Part II of Table A in the 1st Schedule to the Companies Act, 1948 (hereinafter referred to as 'Table A Part II') shall apply to the Company.
2. Regulations 3, 6, 75 to 78 (both inclusive), 89 to 97 (both inclusive), 99, 107, 108, 109, 114 to 122 (both inclusive), 128, 129 and 135 of Part I of Table A (hereinafter referred to as 'Table A Part I') shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A Part I which are incorporated in Table A Part II subject to the modifications hereinafter expressed together with the regulations 2 to 6 (both inclusive) of Table A Part II shall constitute the regulations of the Company.
3. No share shall be issued without the consent in writing of the Council (hereinafter called 'the Council') of the 'Royal Aeronautical Society with which is incorporated the Institution of Aeronautical Engineers, the Helicopter Association of Great Britain and the Society of Licensed Aircraft Engineers and Technologists' (hereinafter called 'the Society').
4. A member if so requested in writing by the Council shall without payment transfer any share held by them to such person as the Council may nominate and if he fails to do so the Chief Executives may authorise some person to transfer the share of the Council's nominee and such nominee shall be registered as the holder of the share comprised in such transfer.

5.
  - (1) The Directors shall not exceed five in number.
  - (2) The power of appointing Directors shall be vested in the Council.
  - (3) The Council may from time to time appoint any person to be a Director but so that the maximum number of Directors above mentioned be not exceeded.
  - (4) Every Director shall hold office subject to Clause 88 of Table A Part I and may at any time be removed from office by the Council.
  - (5) Any such appointment or removal shall be in writing served on the Company and signed by the Director or some other person authorised by the Council.
  - (6) A Director shall not require any qualification.
  - (7) The Directors shall receive no remuneration for their services.
6. The quorum necessary for the transaction of the business of the Directors shall be three.
7. No person aged above 75 years shall be appointed Director or continue to hold office as a Director.
8. The Chief Executive for the time being of the Society shall unless disqualified by Clause III of Table A Part I be the Director of the Company and Clause 110 of Table A Part I shall have effect subject thereto.
9. The provision of paragraph 4 of the Memorandum of Association of the Company shall be strictly observed.