



**Constitution of the
WOMEN'S ROYAL ARMY CORPS ASSOCIATION
(incorporating Queen Mary's Army Auxiliary Corps and The Auxiliary Territorial Service
Comrades Association)**

PART ONE - OBJECT AND POWERS

Association Name and Charitable Status

1. The name of the Association shall be ***'The Women's Royal Army Corps Association (incorporating Queen Mary's Army Auxiliary Corps and the Auxiliary Territorial Service Comrades Association)'***, and is afforded status as a Charity in the United Kingdom.

Association Object

2. The Association's Object shall be to promote the efficiency of the Army by:
 - a. Maintaining contact between former members of Queen Mary's Army Auxiliary Corps (QMAAC), the Auxiliary Territorial Service (ATS), the Auxiliary Territorial Service Territorial Army (ATS TA), Women's Royal Army Corps (WRAC), Women's Royal Army Corps Territorial Army (WRAC TA), WRAC Territorial and Volunteer Reserve (WRAC TAVR) and women still serving in the Army, fostering mutual friendship between them and providing for social gatherings.
 - b. Fostering esprit de corps, comradeship, welfare, and preserving the traditions of the QMAAC, ATS, ATS TA, WRAC, WRAC TA, and WRAC TAVR.

Association Powers

3. In furtherance of the foregoing Object, the Association shall have the following powers:
 - a. To take all necessary action for publicising and disseminating information concerning the histories, deeds and traditions of the QMAAC, ATS, ATS TA, WRAC, WRAC TA and WRAC TAVR.
 - b. To execute and administer exclusively charitable trusts and possess and operate a non-profit distribution policy.
 - c. To receive, take and accept any gifts of property whether subject to any special trusts or not.
 - d. To receive and accept contributions by way of subscriptions, donations and otherwise, and to raise funds for the said Object provided that the Association shall not undertake any permanent trading activities in raising funds for its charitable Object.
 - e. Subject to such consents as may from time to time be required by law, to purchase, take lease or exchange any property required for the purposes of the Association and to lease, exchange or otherwise dispose of the same.
 - f. Subject to such consents as may from time to time be required by law, to borrow in order to raise money for the purposes of the Association on such terms and such security as may be

thought fit.

g. To invest funds of the Association in such investments as may from time to time be authorised by law.

h. To accumulate funds of the Association for such periods as may from time to time be authorised by law.

j. To do all such other things as shall further the said Object.

Dissolution of Association

4. The Association may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at an EGM which shall have been convened for the purpose and for which 21 days' written notice shall have been given to the Members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Association, provided that, if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Association, but shall be given or transferred to such other charitable institution or institutions. The latter must have objects similar to the Object of the Association, as the Association may determine; and, if in so far as effect cannot be given to this provision, then to some other charitable purpose.

Amendment of Constitution

5. Any amendment to this Constitution shall receive the assent of two-thirds of the members present and voting at an AGM or EGM. A resolution for the alteration of the Constitution must be received by the Association Secretary at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Association Secretary to the Membership and must include notice of the alteration proposed. No alteration shall be made to Paragraph 2 (Object), Paragraph 4 (Dissolution) or this Paragraph. No alteration shall take effect until the approval in writing of the Charity Commissioners has been obtained; and no alteration shall be made which would have the effect of causing the Association to cease to be a charity in law.

PART TWO – MEMBERSHIP AND INSIGNIA

Association Membership

6. **Membership Criteria and Types.** The following Association Membership criteria shall be adopted:

a. **Ordinary.** Former members of the QMAAC, ATS, ATS TA, WRAC, WRAC TA and WRAC TAVR shall be eligible for Ordinary membership. Ordinary Members are eligible to be appointed as Trustees, to serve on Council, to serve on the Executive and Finance Committee and vote at Annual General Meetings. If an ex-servicewoman's retirement or discharge from the Service is due to misconduct, she shall not be admitted to or retained in membership without the authority of Council. Adequate proof of service must be given. Former members of the Women's Royal Australian Army Corps, the Canadian Women's Army Corps and the New Zealand Women's Royal Army Corps are also eligible for membership.

b. **Affiliate.** The following are eligible for Affiliated Membership. They shall pay the normal subscription and are eligible for appointment as a Trustee and for Executive and Finance Committee membership, but are ineligible to be Officers of the Association or for Council membership, or to vote at Annual General Meetings:

(1) Women who are serving or who have served in the British Army who are otherwise ineligible for ordinary membership.

(2) Former members of the Women's Royal Naval Service (WRNS), Women's Auxiliary Air Force (WAAF), Women's Royal Air Force (WRAF), the Expeditionary Forces Institutes (EFI) of the Navy Army Air Force Institutes (NAAFI).

(3) Female members of the Queen Alexandra Royal Naval Nursing Services (QARNNS), the Queen Alexandra Royal Army Nursing Corps (QARANC) and the Princess Mary Royal Air Force Nursing Services (PMRAFNS).

c. **Honorary.** Those whom the Association wishes to recognise by reasons of their good work for the Association may be recommended to Council for election as Honorary Members and thereafter approved by the Trustees. Honorary Members are not required to pay a subscription and are ineligible to be Officers of the Association, have Council membership, or to vote at Annual General Meetings. Branches shall be permitted to nominate individuals for Honorary membership through the Area Coordinators to Council for approval. Honorary Members are eligible to be Trustees and have membership of the Executive and Finance Committee.

7. **Termination of Membership.** Membership is terminated if:

- a. The member dies or, if it is an organisation to which a member belongs, ceases to exist.
- b. The member resigns by written notice to the Association.
- c. Any sum due from the member in the form of an annual subscription is not paid in full within 6 months of it falling due.
- d. The member is removed from the membership by a resolution of Council that it is in the best interests of the Association that her membership is terminated. A resolution to remove a member may only be passed if;
 - i. The member has been given at least 21 days' notice in writing of the meeting of Council at which the resolution will be proposed and the reasons why it is to be proposed.
 - ii. The member has been allowed to make representations to the meeting.

The decision of Council is subject to appeal at a General Meeting of the Association. Notice of the intention to appeal must be given within 4 weeks of the decision of Council being communicated to the member.

8. **Membership Subscriptions.**

- a. **Life Membership.** Whilst new Life Membership subscriptions are no longer available, the status of existing Life Membership [for those who joined as Life Members up to 20 March 2015] remains unchanged.
- b. **Annual Membership.** Annual Membership Subscriptions apply to current members who joined the Association on this basis, and all new applicants. Membership is not transferable to anyone else and is non-refundable.
- c. **Cost.** The cost of the Annual Membership Subscription to the Association shall be proposed by the Council, and agreed by Trustees and approved by a simple majority at an AGM.

Association Insignia

9. The following Insignia are to be used by the Association:

- a. **Badge.** The Association Badge shall be: A laurel wreath surmounted by a crown; within the wreath, a Lioness rampant; underneath the wreath a scroll bearing the initials *QMAAC WRAC ATS*.
- b. **Standard.** The Association Standard shall be the Association Badge on a background of beech brown and bottle green divided horizontally and with the Association designation in black letters on gold. The Standard is to be fitted with a gold worsted fringe and gold cord and tassel to match
- c. **Uniform.**
 - i. Uniform for Association Standard Bearers is: A Green Beret or WRAC Association side-hat with Association badge; matching skirt and jacket (not pullover) of dark green colour or black dress trousers; white shirt and green tie; black shoes; white gloves or gauntlets at direction of the parade organiser.
 - ii. There is no required form of dress for WRAC Association members representing the Association, except that members should be appropriately attired for the occasion. The Standard Bearer's form of dress may be worn by any Member when representing the Association.

PART THREE - GOVERNANCE

Structure

10. The Association shall be managed and administered by committees comprising the officers and other members elected in accordance with this Constitution. The Object of the Association will be delivered through the actions of the Trustees, the Council, the Executive and Finance Committee, the Benevolent Fund Grants Committee and will be relayed to the Association's members through Annual General Meetings and if required, Extraordinary General Meetings. Additionally, ad hoc Committees can be convened with the agreement of the Trustees and Council.

General Meetings

11. Annual.
 - a. The Association's Annual General Meeting (AGM) shall be held once, on any Saturday, during the year. The issuing of the Minutes of an AGM and publication of a précis of the Minutes in the Association Journal *Lioness* and on the Association website shall constitute the notice for the next meeting. The Agenda of the meeting will be published in the *Lioness* and on the website each year. No AGM shall be invalidated by virtue of any member failing to receive notice of the meeting.
 - b. The business to be transacted at the AGM shall be:
 - i. The presentation of the Annual Report.
 - ii. The presentation of the Annual Accounts.
 - iii. Annual Reports by the Vice President, Chairman of the Executive and Finance Committee and Chairman of the Benevolent Fund Grants Committee.
 - iii. Any business introduced by the Trustees or Council.
 - iv. Any business or resolutions submitted by Branch Secretaries to the Association Secretary not less than 6 weeks before the AGM.
 - c. Voting shall be by show of hands with one vote per Ordinary member, and the result shall be considered as advisory to the Trustees and Council rather than binding. Fifty members will constitute a quorum and the meeting will be chaired by the Vice President of the Association or

the Chairman of the Executive and Finance Committee.

d. Trustees and Area Coordinators shall attend the AGM.

12. Extraordinary. Association Extraordinary General Meetings (EGMs) may be called by the Trustees or Council of their own volition, and can also be called on receipt of a requisition signed by not less than 150 Ordinary members and deposited with the Association Secretary. The requisition shall state the object or objects for which the meeting is called, and no other business shall be considered. A requisition may consist of several documents signed by one or more Ordinary members provided that the same object or objects are stated in each. At least 14 calendar days' written notice of an EGM shall be given, and shall be accompanied by a statement setting out the business of the meeting. The date, time and place of the meeting shall be decided by the Executive and Finance Committee in consultation with the Vice President. No EGM shall be invalidated by virtue of any member failing to receive notice of the meeting. Voting shall be by show of hands with one vote per Ordinary member, and its result shall be considered as advisory to the Trustees and Council rather than binding. Fifty members will constitute a quorum and the meeting will be chaired by the Vice President or the Chairman of the Executive and Finance Committee.

Association Officers and Trustees

13. Officers

a. The Officers of the Association shall be:

The President

The Vice President

Chairman of the Executive and Finance Committee *who is also* Deputy to the Vice President

The Chairman of the Benevolent Fund Grants Committee

The Honorary Treasurer

The Association Secretary– in *ex officio* capacity

The Finance Officer - in *ex officio* capacity

The Benevolent Funds Case Secretary - in *ex officio* capacity

b. The Vice President shall be proposed and voted for by the Trustees and Council and endorsed by the President. The Vice President must be an Elected Trustee prior to appointment. The Vice President shall serve for up to 4 years and thereafter may be re-appointed with annual ratification by the Trustees and Council.

c. The Chairman of the Executive and Finance Committee shall be proposed by the Vice President and approved by the Trustees. The Chairman of the Executive and Finance Committee must be an Elected Trustee prior to appointment. The Chairman of the Executive and Finance Committee shall serve for up to 3 years and thereafter may be re-appointed with annual ratification by the Trustees.

d. The Honorary Treasurer shall be proposed by any member of Council or the Trustees, approved by the Trustees and ratified by the AGM. The Honorary Treasurer must be an Elected Trustee prior to appointment. The post will be reviewed annually at the Trustees meeting that

approves the audited accounts. The Honorary Treasurer shall serve for up to 3 years and thereafter may be re-appointed with annual ratification by the Trustees.

e. The Chairman of the Benevolent Fund Grants Committee will be proposed by any member of the Council or the Trustees and approved by the Trustees. The Chairman of the Benevolent Fund Grants Committee must be an Elected Trustee prior to appointment. The Chairman of the Benevolent Fund Grants Committee shall serve for up to 3 years and thereafter may be re-appointed with annual ratification by the Trustees.

Trustees

14. Trustees are the Managing Trustees of the WRAC Association Fund and the ATS & WRAC Association Benevolent Fund, and as such have the overall legal responsibility for the control and management of said Funds. There is no requirement for a Trustee to have been a member of the WRAC Association, to have served in the WRAC or to be female.

a. The Trustees shall be:

- i. The Officers – Vice President, Chairman of the Executive and Finance Committee, Chairman Ben Fund Grants, Hon Treasurer. Officers must be Ordinary Members of the Association.
- ii. Elected Members – up to 9. An Elected Member shall be proposed by any other Trustee and is to be approved by the Trustees. An Elected Member shall serve for up to 3 years and thereafter may be re-appointed with annual ratification by the Trustees. There must be a majority of elected members who are Ordinary Members of the Association.

b. A Trustee may not appoint anyone to act on their behalf at meetings of the Trustees.

c. The Vice President on behalf of the Trustees may call for nominations to any vacant office or appointment not less than 30 calendar days before a scheduled meeting, and request for submissions to be sent to the Vice President in writing not less than 10 calendar days before the date of the meeting. Should more than one person be nominated for any office, a ballot shall be taken. The Candidate having the most votes from the Trustees shall be declared elected and shall take office from the date of her election.

d. Subject to any directions received from a General Meeting of the Association, the Trustees may invite any member or members of the Association, or other persons who they consider would be helpful in their deliberations, to attend any meeting. Such members, or other persons, shall leave the meeting when the business for which they have been invited is concluded.

Powers and Proceedings of Trustees

15. The Trustees must manage the business of the Association in order to further the Object. They are to deal with all monies and investments and they shall invest or use such monies, at their discretion, for the benefit of the Association. Trustees shall not be held liable, either individually or collectively, for any losses incurred, provided that they have acted with reasonable care and, to the best of their belief, in the interest of the Association. A description of Trustees' duties is attached at Annex A.

16. The Trustees shall meet at least three times a year at regular intervals. The Annual Report and Audited Accounts will be presented once a year to the Trustees. The Annual Budget and delegated thresholds will be agreed each year and, if necessary, revised prior to approval by the Trustees. The Trustees shall be given a minimum of 15 working days' notice of these dates and agenda of business for those meetings. Trustees are to be provided electronically with the documents for the meetings at least

5 working days prior to the meeting. The meetings are to be chaired by the Vice President or the Chairman of the Executive and Finance Committee and the Association Secretary is to act as the Secretary for the meetings. Trustees have the right to provide comment to the meeting via the Vice President if they are unable to attend.

17. Trustees shall have equal voting rights and resolutions shall be passed by a simple majority with the Vice President holding casting vote where necessary. The required quorum is set at 6 Trustees.

18. The Trustees have the power to make such regulations and to appoint such committees as considered necessary. Such committees are to include:

- a. The Executive and Finance Committee
- b. The Benevolent Fund Grants Committee

19. The Trustees, through the Association Secretary, must keep detailed minutes of all appointments of officers and Trustees and proceedings of meetings and the Association Secretary is to ensure that these are circulated to all Trustees within 14 days of a meeting. The minutes are to be retained. Additionally the Trustees must comply with their obligations under the Charities Act 2011 with regard to;

- a. the keeping of account records for the Association
- b. the preparation of annual statements of account for the Association
- c. the transmission of the statements of account to the Commission
- d. the preparation of an Annual Report and its transmission to the Commission

Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.

20. **Conflict of Interest.** Each Trustee must declare the nature of any interest, direct or indirect, which he/she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not been previously declared. In addition all Trustees must absent themselves from any discussions in which it is possible that a conflict will arise between his/her duty to act solely in the interests of the Association and any personal interests (including but not limited to any personal financial interests). This will be an agenda item at the commencement of each Trustees Meeting.

21. **Saving provisions**

- a. Subject to clause 21b, all decisions of the Board of Trustees shall be valid notwithstanding the participation in any vote of a Trustee:
 - 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 Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

- b. A Trustee is not permitted to keep any benefit that may be conferred upon him/her by a resolution of the Trustees, but for clause 21a, the resolution would have been void, or if the Trustee has not complied with clause 20 (Conflicts of interest).

Disqualification and Removal of Trustees

22. A Trustee shall cease to hold office if he/she;
- a. is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
 - b. becomes incapable by reason of mental disorder, illness or injury of managing and administrating his/her own affairs.
 - c. resigns as a Trustee by notice to the Association or
 - d. is absent without the permission of the Trustees from all their meetings held within a period of 12 successive months and the Trustees resolve that his/her office be vacated.

Non Executive Members

23. In addition to Trustees the Board may appoint up to a maximum of 4 Non Executive Members (NEMs), provided they fulfil certain selection criteria. The role of NEMs is to advise the Trustees based on a wealth of knowledge and experience from a range of backgrounds due to a gap in certain specialist skills identified amongst the Trustees. NEMs can fill these gaps through their professional background and expertise by bringing an external perspective to the advice received by the Trustees to help shape policy and strategy.

- a. **Selection Criteria.** Normally, the first approach to a potential NEM is made by a Trustee through their knowledge of the person concerned and their particular area of expertise. The Trustee will then nominate the potential NEM to the Vice President for subsequent consideration by the Trustees, the main priority for selection being the business acumen and knowledge they can provide where a particular gap amongst the Trustees has been recognised. The Candidates may be male or female,
- b. **Terms of Reference.** NEMs are appointed by the Trustees by way of a vote, on the recommendation of the Vice President, for an initial term of up to 3 years. NEMs are not Trustees, nor do they have voting rights, but they are invited to attend Council and Trustees meetings when deemed appropriate or necessary. They are unpaid but expenses may be claimed.

Council

24. Council sets the strategy for relationships with WRAC Association Branches and the wider Service charity sector and is a decision making forum for Strategic and Operational Change as it affects the Association and its' members.

25. Council shall consist of:

- a. The Association Officers
- b. All Life Vice Presidents
 - i. **Role of Life Vice President.** Life Vice Presidents are appointed in recognition of exemplary service to the WRAC Association. Life Vice Presidents will be relied upon to provide guidance and advice commensurate with their experience and corporate knowledge.
 - ii. **Appointment of Life Vice Presidents.** Nominations for the appointment of Life Vice Presidencies may be proposed by any member of Council, as an agenda item, at a

meeting of Council. If the proposal is passed by a simple majority, the Vice President will, on behalf of Council, issue a formal invitation to the appointment.

c. All Area Co-ordinators

i. **Appointment of Area Co-ordinators.** -

The departing Area Co-ordinator will write a letter of resignation to the Vice President at least 6 months before the Council meeting at which they intend to announce their retirement. On receipt of a resignation letter from an Area Co-ordinator, or if the Area Co-ordinator post is already vacant, the Vice President will place an advert in the appropriate issue of the *Lioness* calling for personal statements from volunteers wishing to apply for the post.

The Vice President will forward the personal statements received to the resigning Area Co-ordinator for circulation around the Branches of her Area. A vote will be carried out with one vote per Branch and if necessary, the resigning Area Co-ordinator will have the casting vote. The Vice President will be advised of the result. If there is no Area Co-ordinator the Vice President will circulate the personal statements and coordinate the votes from Branches. The Vice President will, on behalf of Council, issue a formal invitation to the position.

ii. **Area Co-ordinator's Tenure of Office and Role.** An Area Coordinator may serve for up to 3 years and thereafter may be re-appointed following annual ratification by the Branches in the Area.

iii. **Role of Area Co-ordinator.** The role of the Area Co-ordinator is at Annex B.

d. Editor of the *Lioness* - *ex officio*

e. Honorary Appointments within the Association to act as *ex officio* members (e.g. Lawyer and Padre) except the Honorary Treasurer who is an Officer of the Association.

f. The Vice President on behalf of Council may call for nominations to any vacant office or appointment not less than 15 working days' before a scheduled Council meeting, and request for submissions to be sent to the Vice President in writing. Should more than one person be nominated for any office, a ballot shall be taken. The Candidate having the most votes shall be declared elected and shall take office from the date of her election.

Powers and Proceedings of Council

26. Council must manage the business of the Association in order to further the Object. Council will meet at least once per year and its members shall be given a minimum of 15 working days' notice, electronically, of these dates and agenda of business for those meetings. Council members are to be provided, electronically, with the documents for Council a minimum of 5 working days prior to the meeting. The Annual Report and Audited Accounts will be presented once a year to Council. Council is to be chaired by the Vice President or the Chairman of the Executive and Finance Committee, and the Association Secretary is to act as Secretary for the meetings.

27. Members of Council shall have equal voting rights and resolutions shall be passed by a simple majority with the Vice President holding a casting vote where necessary. The required quorum is set at 50% of members of Council and must include 50% of Area Co-ordinators. No resolutions shall be passed sub-quorate.

28. Council, through the Association Secretary, must keep detailed minutes of all appointments and proceedings of meetings and the Association Secretary is to ensure that these are circulated to all members of Council within 14 days of a meeting.

Executive and Finance Committee

29. The Executive and Finance Committee is responsible for the execution of the Association's business in accordance with the Trustees' and Council's strategic direction and is accountable to the Trustees and Council for all aspects of its delivery in support of the Association's Object. It is supported by other Sub Committees formed for specific purposes.

30. The members of the Executive and Finance Committee shall be:

- a. Chairman
- b. Chairman of Benevolent Fund Grants Committee
- c. Hon Treasurer
- d. Additional members may be co-opted and sub committees formed as required.

Powers and Proceedings of the Executive and Finance Committee

31. The Executive and Finance Committee must execute the business of the Association in order to further the Object. It must abide by the financial internal controls operated by the Association, including those of the Benevolent Fund, and act to ensure the long-term sustainment of the Association's investments and operations. Committee members shall not be held liable, either individually or collectively, for any financial losses incurred provided they have acted with reasonable care and diligence in pursuit of the Association's Object and within its Powers.

32. The Committee shall meet a minimum of 3 times per year, and shall report to the Trustees and Council when they meet. Members shall be given a minimum of 15 working days' notice of these dates and agenda of business for these Committee meetings. The Chairman may call for the Executive and Finance Committee to convene additionally by exception, for which a minimum of 20 calendar days' notice of date and agenda of business will be given. The meetings are chaired by the Chairman of the Executive and Finance Committee and the Association Secretary is to act as the Secretary of the meetings. A Deputy to the Chairman will be appointed by the Trustees, from nominations received from Trustees and Council Members but must be a Trustee.

33. Members shall have equal voting rights and resolutions shall be passed by a simple majority. Only by exception should deadlocks be referred to the Association Vice President for their intervention. The required quorum is set at 3 and no resolutions shall be passed sub-quorate. All cheques drawn on the funds of the Association require the signatures of two of the following: the Honorary Treasurer, the Finance Officer and a nominated Trustee as required. The Honorary Treasurer shall have Delegated Powers of Spend as agreed and reviewed by the Trustees. All alterations to the investments of the Association are to be referred to the Trustees for approval.

34. The Executive and Finance Committee, through the Association Secretary, must keep detailed minutes of all appointments and proceedings of meetings and the Association Secretary is to ensure that these are circulated to all members of the Executive and Finance Committee within 14 days of a meeting. An annual report is to be prepared for the General Meeting.

Benevolent Fund Grants Committee

35. The Benevolent Fund Grants Committee is a standing committee and reports directly to the Chairman of Trustees, to whom it is accountable for the regularity and propriety of the Grant decisions it makes.

36. The Benevolent Fund Grants Committee membership is all Trustees plus a pool of members of Council and Association members who have knowledge and experience which will be valuable to the Committee. Trustees shall make themselves available for at least two Benevolent Fund Grants Committee Meetings per year. The Committee shall have a Deputy Chairman appointed by the Trustees, with nominations made by Trustees and Council Members. The Committee shall have an Executive Secretary who is to be the Benevolent Funds Case Secretary.

Powers and Proceedings

37. The Benevolent Fund Grants Committee must act in accordance with and in furtherance of the Object. This must be the basis for grants that are made and the policies it sets for the long-term sustainability of the Benevolent Fund from which grants are given. At the discretion of its Chairman, a sub-committee shall be formed to meet more frequently to disburse grants at financial thresholds to be set by the Benevolent Fund Grants Committee who retain accountability for those decisions. Benevolent Fund Grants Committee members shall not be held liable, either individually or collectively, for any financial losses incurred provided they have acted with reasonable care and diligence in pursuit of the Association's Object and within its Powers.

38. The Benevolent Fund Major Grants Committee shall meet when necessary usually twice a month. The quorum is 3 members, the majority of whom must be Trustees. Members shall normally be given a minimum of 15 working days' notice of these dates for these Grants Committee meetings, however in exceptional circumstances this can be reduced to enable immediate support to be provided. All Benevolent Fund Grants Committee members shall have equal voting rights and grant decisions shall be passed by a simple majority with the Chairman holding a casting vote where necessary. No resolutions shall be passed sub-quorate.

39. The Executive Secretary must keep detailed minutes of all proceedings and disbursement of grants and these records must be available to Trustees as required. A detailed report is to be produced to the Executive and Finance Committee at each of its meetings and to the Trustees and Council at their meetings. An annual report is to be prepared for the General Meeting.

Participation in meetings by electronic means

40. Association Meetings

- a. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with and see all the other participants.
- b. Any Trustee or any member participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with and see all the other participants shall qualify as being present at the meeting.
- c. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
- d. The Executive and Finance Committee and Benevolent Fund Grants Committee Meetings may be conducted via telephone conferencing where necessary, and will be defined as a meeting.

Use of electronic communications

41. Documents for all formal meetings will be issued via electronic means (usually e-mail or via the Association website); but there is a requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form. Failure to comply with the requirement to provide a hard copy would constitute an offence.

Area Groups and Branches

42. **Status.** The Association achieves its Object efficiently and effectively through a network of affiliated Branches in the UK, organised within Area Groups. The Branches are affiliated to the Association based on a Memorandum of Understanding. There is no relationship of control to or from either party, no mutual ownership of assets or liabilities, and each Branch has complete and independent autonomy over their individual operations including finances. The Branches do not share the Association's charitable status, but are in no way precluded from seeking and using charitable status in their own right should they wish to do so.

43. **Association - Branch Memorandum of Understanding.**

- a. **Areas.** The United Kingdom shall be divided into geographical Areas as approved by Council. Branches are grouped within an Area, each of which shall have a Council-appointed Co-ordinator, who will be a member of Council. Expatriate Branches may exist outside the UK and will be administered from Association HQ with the Headquarters Branch.
- b. **Branch Responsibilities for the Association Object.** It is a Branch's responsibility to keep in touch with all members of that Branch, to inform its members of Branch reunions and meetings, and to act in accordance with the Association's Object at all times.
- c. **Membership.** Branch members may be drawn from Ordinary, Affiliate or Honorary Association Members. A member may be a member of more than one Branch.
- d. **Governance.** The members at each Branch may nominate a Chairman, Secretary and Treasurer from among their number. A Branch may appoint one member to fill 2 offices.
- e. **Accounts.** It is a Branch's responsibility to keep the accounts of the Branch in a manner that satisfies their membership.
- f. **Standard Insurance.** HQ WRAC Association is to insure (including Public Liability) all Branch Standards.
- g. **Branding.** When conducting themselves in a formal capacity on behalf of an Affiliated Branch, members shall use the Association Insignia. Affiliated Branches may use the Association Insignia and the term "*Affiliated to the WRAC Association*" on any communication media approved by its Branch membership, including that of formal letters, e-mails and websites. Individual members of any Branch must not use that or any other Insignia or term identifying the WRAC Association on any business without prior approval of the Branch Chairman, and must at all times conduct themselves individually in a manner that does not impair the achievement of the Association's Object or in any way damages its reputation. The charity number of the Association **IS NOT** to be used by any of the affiliated Branches for any purpose.
- h. **Withdrawal of Affiliated Status.** Affiliated status may be withdrawn by Council should at any stage a Branch contravene the terms of the Association-Branch Memorandum of Understanding. A Branch may also withdraw from Affiliated Status. In either event, a Branch's individual members would not lose their individual membership rights within the Association's Constitution.

Annexes:

- A. Responsibilities of a Trustee
- B. Role of an Area Co-ordinator

