

**CONSTITUTION OF THE UK NATIONAL DEFENCE ASSOCIATION LIMITED ('UKNDA')**  
**A COMPANY LIMITED BY GUARANTEE WITH**  
**COMPANY NUMBER 6254639**

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This Constitution has been drawn up by the Company to set out in a single document the Constitutional principles governing the Company (as more comprehensively provided in its Memorandum and Articles of Association).

In respect of any conflict between this Constitution and the Memorandum and Articles of Association, the Memorandum and Articles of Association shall take precedent.

**PRELIMINARY**

1. Definitions

<b>Act</b>	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force
<b>Advisory Council</b>	shall have the same meaning as defined in clause 4.3
<b>AGM</b>	means the annual general meeting of the Company
<b>Armed Forces</b>	means Her Majesty's Armed Forces of the United Kingdom of Great Britain and Northern Ireland including but limited to the Royal Navy, Army and Royal Air-Force and their Reserves.
<b>Company</b>	means UKNDA whose registered office is at 18 Kingsley Road, Southsea PO4 8HJ with company number 6254639
<b>Director</b>	means a director of the Company from time to time
<b>Executive Board</b>	means the board described at clause 5 made up of the Directors of the Company
<b>Honorific Appointees</b>	shall have the same meaning as defined in clause 4.1
<b>Member</b>	means a person whose name is entered on the register of members from time to time
<b>National Organisation</b>	shall have the same meaning as defined in clause 4.4

2. Objects

The Company has been incorporated to campaign for a sufficient, appropriate and fully funded Armed Forces which strives to meet the needs of the United Kingdom to defend the Country, its people, their security and vital interests wherever they may be.

3. Principles

The Company:

- is dedicated solely to achieving its objects;
- shall not be associated with any political or ideological organisation, grouping or tendency or assume any position in relation to political or sectarian matters; and
- is a non-profit making organisation.

## GOVERNANCE

4. The executive and administrative organs of the Company shall include the following:-
- 4.1 The Honorific supporters: which may include the President, Patrons, Vice Presidents and Honorary Vice Presidents (all of whom shall be invited, appointed and removed by the Executive Board in its absolute discretion), all of whom shall assist the Company, on an ad hoc basis, with their active involvement, support, advice and guidance. Honorific supporters shall be required to be Members (**'Honorific Appointees'**).
- The President shall be entitled to attend, speak and vote at all Executive Board meetings.
- 4.2 The Executive Board: which shall consist of all Directors duly appointed in accordance with the Memorandum and Articles of Association of the Company and shall manage the Company's affairs in accordance with and pursuant to their powers under the Company's Articles of Association.
- 4.3 The Advisory Council: which shall include the Vice Presidents and other Members appointed and removed by the Executive Board from time to time who shall attend the review meetings convened at least every 6 months to consider the progress of the Company and to make recommendations and give advise to the Executive Board on the future plans for the Company (**'Advisory Council'**).
- 4.4 The National Organisation: consists of regional and/or local branches each with a Chairman and Secretary and initially appointed by the Executive Board. Subsequent appointments and removals of the Chairman and Secretary shall be by a majority vote of Members of that branch. (**'National Organisation'**).

### THE EXECUTIVE BOARD OF DIRECTORS

#### 5. Structure

- 5.1 The initial structure of the Executive Board of Director shall be as follows:-

	Chief Executive Officer ( <b>'CEO'</b> )	
Membership and Company Secretary ( <b>'MCS'</b> )		Treasurer
Public Relations Office ( <b>'PRO'</b> )	National Development Officer ( <b>'NDO'</b> )	Marketing Manager ( <b>'MM'</b> )

- 5.2 The structure of the Executive Board may be altered by the Members pursuant to their powers under the Articles of Association of the Company.

#### 6. Appointments

- 6.1 At each AGM commencing with the 2009 AGM, the Executive Board shall retire from office but shall then be eligible for re-election
- 6.2 Subsequent Members of the Executive Board shall be elected at an AGM, such election to be held on an annual basis commencing with the 2009 AGM.
- 6.3 The Executive Board shall consist of a maximum of six Directors and a minimum of two.
- 6.4 To be eligible for election to the Executive Board, each person must have been a fully paid up Member of the Company for not less than 12 continuous calendar months prior to the date of

election. Persons so eligible may propose themselves as candidates by written notice to the Membership and Company Secretary four weeks prior to the AGM.

- 6.5 Each Member in attendance at an AGM in person or by proxy shall be entitled to vote for candidates to become members of the Executive Board.
- 6.6 Those candidates who receive the highest number of votes shall be appointed as members of the Executive Board.
- 6.7 A Director's office shall continue for a term of one year unless terminated earlier in accordance with the Company's Memorandum and Articles of Association.
- 6.8 The Executive Board may at any time invite a member of the Executive Board to resign or may remove from the Executive Board a Director who, in the opinion of the Executive Board, without good cause fails to fulfil their duties or whose actions are prejudicial and/or detrimental to the interests of the Company, provided that any such vote or removal shall require the unanimous approval of all other members of the Executive Board.
- 6.9 The office of a Director shall be vacated if:—
- i. he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or
  - ii. he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - iii. he is, or may be, suffering from mental disorder and either—
  - iv. he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
  - v. an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
  - vi. he resigns his office by notice to the company; or
  - vii. he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.
- 6.10 A Member of the Executive Board may resign from the Executive Board at any time.
- 6.11 Upon the resignation or removal from office of a Member of the Executive Board any contract of employment or agreement for payment of fees between that Director and the Company shall terminate without any claim for compensation for loss of office or otherwise.
- 6.12 Upon the resignation or removal from office, of a Director, the Executive Board will:
- (a) invite the Members who received the most votes at the last AGM but who failed to be appointed to the Executive Board to become a Member of the Executive Board; or
  - (b) in the event that no Member so qualifies or qualifies but is not willing or able to serve on the Executive Board, second a Member to join the Executive Board,
- whereby in either case, the new Members shall be required to put his name forward for re-election at the next AGM.

## 7. Roles

The responsibilities for each Executive Board member and the President shall be as follows:-

### President

The President shall oversee the operations of the Company and proffer advice to ensure that the purpose of the Company is achieved effectively and efficiently.

The President is authorised and invited to:-

- attend meetings of the Executive Board;
- assist the Executive Board to define the policies to be followed in order for the Company to achieve its purpose; and
- call and preside over a general meeting of the Company if requested by a minimum of four members of the Executive Board.

### Chief Executive Officer (the 'CEO')

The CEO shall manage the organisation of the Company.

The CEO shall take the chair of every Executive Board meeting and shall have a casting vote. If the CEO is absent from a meeting, the PRO or the MCS or such other member of the Executive Board as nominated by the CEO shall chair that Executive Board meeting.

The CEO shall:-

- liaise with the Company's staff and external personnel and organisations;
- approve together with the Treasurer and Company Secretary the expenditure of the Company.
- represent the Company as the Company's public spokesman; and
- present a mid-year report to the Advisory Council based on the Company's previous year's progress and challenges and the annual report at the Company's AGM.

### Membership and Company Secretary (the 'MCS')

The MCS shall provide secretarial and administrative support to the CEO and Members of the Executive Board so that they are assisted to achieve the purpose of the Company efficiently, economically and effectively.

The MCS shall:-

- undertake the duties and responsibilities as Company secretary;
- advise the Executive Board on Company administrative matters;
- organise and promulgate the arrangements for meetings of the Executive Board;
- produce and circulate agendas together with supporting papers for and the subsequent minutes of the Executive Board and AGM;
- maintain the membership database in accordance with the provisions of the Data Protection Act;
- respond to general queries from the Members or potential members regarding membership; and
- keep up to date the Company's registers.

### Treasurer

The Treasurer shall conduct and record the financial affairs of the Company and keep appropriate financial accounts and statistics.

The Treasurer shall:-

- authorise the Membership and Company Secretary to make payments as and when required by the Company;
- shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements;
- advising the Executive Board on financial matters relating to the Company;
- alert the CEO of any financial matters of concern as they arise;
- present accounts for audit at the requisite intervals; and
- prepare and present each month, every six months and annually a financial report together with recommendations as to financial policy for the forthcoming period.

### Public Relations Officer ("PRO")

The Public Relations Officer shall collate and present to the media the issues relating to the Armed Forces.

The PRO is shall:-

- communicate directly with the media and other external private and official persons and organisations;
- collate information on the Armed Forces and matters relating thereto; and
- edit the Company's website and publications from time to time.

### National Development Manager (the 'NDM')

The NDM shall create, develop, manage and support the regional and national branches to ensure an increase in membership.

The MDM shall:-

- advise the CEO of significant developments likely to affect the Company; and
- present a half yearly financial/operating report to the CEO two weeks before the meeting of the Advisory Council and also at the AGM and as required by the CEO from time to time.

### Marketing Manager (the 'MM')

The MM shall develop, present and implement a strategy to market the image of the Company to the public in order to increasing membership and funding for the Company.

The MM shall:-

- develop and implement the Company's marketing strategy; and

- present a comprehensive half yearly financial report to the CEO two weeks before the meeting of the Advisory Council and then at the AGM and as required by the CEO from time to time.

8. Frequency of Meetings

The Executive Board shall meet at such dates, times and places as shall be mutually agreed between its members from time to time but not less than once in each calendar month.

9. Reporting and Transparency

The Executive Board shall produce a mid-year report for presentation to the Advisory Council and an annual report at the AGM of the Company. Members of the Company shall be kept informed of the Company's progress and plans by way of a monthly newsletter, the Company's website and such magazines and documents as may be produced by the Company from time to time.

**ADVISORY COUNCIL**

10. Purpose

The Advisory Council shall receive the Executive Board's half yearly and annual reports and consider the past progress, achievements and/or challenges facing the Company and its plans for the forthcoming year and provide the Executive Board with such advice and guidance as considered necessary to improve the effectiveness of the Company.

11. Appointments

The Executive Board may from time to time invite, appoint and/or remove Vice Presidents, Members and non-Members as members of the Advisory Council.

12. Reporting

12.1 In order to maintain contact with and receive feedback from the Members of the local and regional committees of the Company, a representative from each local and regional committee may attend and speak at meetings of the Advisory Council when the total branch membership exceeds a total of 35 Members.

12.2 The Executive Board shall ensure that the Advisory Council and Members are kept informed of the Company's plans and progress by way of newsletters distributed by the Company from time to time and news releases.

13. Meetings

13.1 Members of the Advisory Council shall be provided with the agenda for the meeting and subsequent minutes of meetings of the Executive Board.

13.2 The Advisory Council shall meet twice a year, once mid year between the date of the AGM and once immediately prior to the AGM. Meetings shall be chaired by the CEO or in his absence by one of his deputies, the PRO or the MCS. Minutes of the proceedings at the meetings shall be recorded and made available to the Executive Board.

## MEMBERSHIP

### 14. Eligibility

Membership of the Company shall be open to those individuals over the age of 18 years and who wish to become a Member of the Company and who are interested in furthering the objects and principles of the Company on such terms and conditions as the Executive Board may determine from time to time.

### 15. Membership Subscription

15.1 Subject to the above Clause 14.1, the current membership subscription fees (including VAT) are set out below:-

*Private individuals:*

- an annual subscription fee of £12.00;
- life membership fee of £100.00.

*Corporate:*

- an annual fee laid down by the Executive Board from time to time.

15.2 The Executive Board shall upon being satisfied as to such persons entitlement to membership register such person as a member of the Company.

### 16. Voting

Members shall be entitled to have one vote at general meetings of the Company.

### 17. Transfer of Membership

A Members may not transfer his/her membership to any other person.

### 18. Register of Members

The name of the member shall be recorded and the member shall enjoy the benefits of membership during the period until subscription renewal date. In the event that the member thereafter fails to renew his/her yearly subscription fee then that member's right to enjoy the benefits of membership shall be temporarily suspended and if the yearly subscription fee shall not have been paid within 30 days from date of renewal, that member shall be deleted from the member record of the Company and shall cease to be a member.

### 19. Withdrawal of Membership

The Executive Board shall have the power to decline (or to withdraw) membership to and/or from any applicant and/or member whose membership or actions are deemed to be prejudicial to the interests of the Company.

## OPERATION OF BANK ACCOUNT

20. All cheques and payments must be signed by the Secretary and/or the Treasurer with such financial limits as the Directors by unanimous resolution or agreement shall determine from time to time.