



BRITISH MODEL FLYING ASSOCIATION

**A GUIDE TO THE BMFA AREA
CONSTITUTION**

AND ADVICE TO AREA COMMITTEES

THIRD ISSUE

December 2003

A GUIDE TO THE BMFA AREA CONSTITUTION

The purpose of this document is to give guidance to all the BMFA Area committees and their members and officers on the clauses of the Area constitution in such a way as to make the practices needed to run the Area more clear. Hopefully, it will also throw a little light on some of the implications of the constitution which may not be apparent at first glance.

It is not a replacement for the constitution and if difficulties arise then it must be the wording of the constitution document which forms the basis of decision. It is precisely this wording which has given rise to uncertainty of intent in the past. If the intent is stated then the effect of the wording becomes easier to comprehend.

All Areas should have copies of the Area constitution and should keep it up to date by referring to Council and Areas Council minutes to see what discussions are taking place and eventually to Council minutes to see what final decisions are made (see 39). Please read this guide alongside the constitution; the paragraph numbers refer.

TITLE

The insertion of the name of the Area makes it relevant to the Area.

GENERAL

- (1) As above but formalised within the constitution.
- (2) The boundary of the Area and which clubs are in an Area is fixed by BMFA Council.
- (3a) Members of the Society are **CLUBS**, not individuals. This fact is often not known but it has major effects on how the Area runs and it should be remembered.
- (3b) Individuals who join the Society outside the club structure are called Country Members.

MEMBERSHIP

- (4) **ALL** affiliated **CLUBS** within an Area are automatically **MEMBERS** of the Area Committee.
- (5) The Area cannot throw out a member club but can refer the actions of that club to BMFA Council for action.

OFFICERS

- (6) This section is largely self explanatory but attention is drawn to actions required by the constitution of certain officers and also to some implications on how the Area operates.

Most important is the fact that these Elected Officers are **NOT** the Area Committee; they are the **Officers of the Committee**.

A meeting of the Officers of the Committee is **NOT** a meeting of the Area Committee and, although it can be useful in certain circumstances, it will always be an informal meeting with no powers under this constitution even if it is quorate. An Area meeting can **ONLY** occur when the appropriate notifications have been sent out and all members of the committee (i.e. the Area clubs) have an opportunity to attend.

- The **Chairman** is also a voting member of the Areas Council along with the Area Delegate. This is a sub-committee of BMFA Council and it has specific responsibility for club, Area and achievement scheme matters. It usually meets three times per year in Leicester.

If the Chairman has to miss an Areas Council meeting for any reason, he can send a substitute who will take up the voting rights of the Area. This should be done if at all possible otherwise your Area is not having its full representation at the meeting. It is also very useful to allow other members of the Area Committee to have experience of an Areas Council meeting as it can give very good insights into how the Society works to people who might never normally have such a chance.

- The **Hon Secretary** is required to copy the minutes of all Area meetings to Leicester Office. If you have regular monthly meetings then it is reasonable to wait for minutes to be confirmed at the next meeting before sending them in. If you only meet three or four times per year then you should send the unconfirmed minutes. Some common sense must be applied here.

Area AGM or EGM minutes should be sent to Leicester immediately as unconfirmed.

The Hon Secretary must ensure that all relevant notices of AGMs and EGMs are posted to clubs at the correct times. See (11a), (11b) and (14) and they must liaise with the Hon Treasurer on (14).

- The **Hon Treasurer** is required to send an Income and Expenditure Account and a balance sheet to all clubs in the Area and these must be sent out with the main AGM notice (see 12 and 14). The Treasurer should liaise with the Hon Secretary about this and should make sure that the audited accounts are ready and with the Hon Secretary at least one month before the Area AGM. This in turn means that you should have the accounts with the Auditors several weeks before this date.

However, the financial year runs from 1st April to 31st March and this gives you four or five months to prepare the accounts.

The Hon Treasurer is also responsible for co-ordinating the filling in of the annual budget pro-forma, if this is required, and ensuring that it reaches the Leicester office at the appropriate time each year.

- The **Flying Discipline Secretaries** replace the old Competition Secretary. You can have as many of them as you need (i.e. F/F, R/C, C/L). On the other hand, you can be as reactionary as you like and only have one and still call them the Comp. Sec.; You have the choice. Note that they all get elected in the same (odd numbered) year.
- The **Council Delegate** is expected to attend the Society's Council meetings and report Council business to the Area. An important point is that the Council Delegate is made a Director of the SMAE Ltd. at the first Council meeting that they attend and thereafter every January. The Delegate **MUST** sign the Director's declaration form at the Council meeting. If they are not prepared to do this and take on the responsibilities of a Director of SMAE Ltd. then they **CANNOT** be the Area's Council Delegate. You will either have to elect or co-opt someone who is willing to take on the responsibility.

It is important to note that the Council Delegate is **NOT** mandated in either the Area or the main SMAE constitution to follow the Area's wishes in all matters. The **MOST** they **HAVE** to do is 'liaise between the Council and the Area committee' and 'ensure that Council is kept informed of the opinions of the Area committee and the clubs within the committee's jurisdiction.

In practice the Council Delegate will follow the Area's wishes whenever they can but Areas should take note that there are occasions at Council when matters are raised from the floor and the Delegate will be asked to make decisions purely on what they hear around the table. Also, and perhaps more importantly, the Delegate will sometimes be asked consider a matter at Council purely as an independent Director of SMAE Ltd. and they will have to do exactly that, with no reference to Area opinions whatsoever.

The fact that the Council Delegate must be a Director of SMAE Ltd. is the reason for the 7 days notification of change and you should also note that the Delegate must also be either a member of an affiliated club or a Fellow of the Society to comply with the main SMAE constitution.

The Council Delegate is also a voting member of the Areas Council, along with the Area Chairman.

If the Council Delegate has to miss a Council meeting for any reason then he may send a substitute. At the Council meeting the substitute has all the responsibilities of a Director, albeit temporarily. This can be very useful for an Area as it will sometimes allow you to let other Area officers gain experience of a Council meeting that they would otherwise never have. This should not be underestimated as it can give the Area Committee an insight into the work that is required of their Delegate.

- The **Education Co-ordinator** has duties outlined in the Constitution.
 - The **Achievement Scheme Co-ordinator** also has duties outlined in the Constitution. Note that anyone can stand for this post; existing Chief Examiners within the Area are not barred from it.
 - It is acceptable for an Area to have only one **Auditor** but you are safer with two. Note that they cannot hold another elected post on the Committee.
 - **Ex-Officio** posts may be created at any meeting and they last until the next AGM when they can be extended on a yearly basis if you wish. Areas should make use of them when needed. They are useful for such people as an achievement scheme co-ordinator or for someone running a fly-in etc. Their 'official' status makes paying expenses to them much easier. If you do create any such Ex-Officio posts, it is important that you let the Leicester office know within a few days. They need to have your Area officers records up-to-date.
 - **Area Chief Examiners and Area Chief Instructors** perform a great deal of the actual work done within an Area and are now integrated into the administrative structure as non-voting members of the Committee. As of the year 2004, they are re-elected annually at the Area AGM for a period of one year only. After their re-election their names are reported to and they are ratified by the appropriate National Achievement Scheme Controller as detailed in the Member's Handbook. Note that this enables an Area to dispense with the services of a Chief Examiner or Chief Instructor within a period of less than a year if they prove to be unsuitable in any way. There is also a requirement from 2004 for all Chief Examiners and Chief Instructors to report annually to the Area AGM through the Area Achievement Scheme Co-Ordinator. A very short written report of their year's activities is all that is required and Areas should make certain that it is known that such reports are to be submitted. You may draw your own conclusions about anyone not bothering to tell the Area AGM what they have been doing on your behalf.
- (7) Anyone who resides in the Area and has either paid their fees to the Society or is a Fellow of the Society can become an Officer of the Area (they do not necessarily have to be club members). The Council Delegate must however be a member of an affiliated club or a Fellow because of the rules on Directorships in the main SMAE constitution.
- (8) This is to avoid the Area committee all being replaced at the same time and it ensures continuity.
- (9) At any **ordinary Area meeting**, vacancies for Area officers can be filled by co-option. You do not have to wait for the AGM or call an EGM. Such co-options only last until the next AGM when the post becomes elected again. The two-year cycle of elections must be maintained so, for instance, if an officer resigns within a few months of being elected, the replacement officer

would be co-opted until the next AGM and at that meeting the post would be an elected one for the next single year. If an officer resigns when they are into their second year of a term, the co-opted officer would serve until the AGM and the post would then be a normal two-year term election.

- (10) The word 'shall' means that if any of these things happen you have no choice, the officer goes.
- (10a) Any person who is bankrupt or in receivership or who is in debt enough to have to make special arrangements with their creditors.
- (10b) Anyone who is committed but also anyone who 'becomes of unsound mind'. We don't know who makes the judgement in the latter case but it certainly implies a level of, shall we say eccentricity, which might fall short of being classed as 'lunatic'.
- (10c) No longer a member of the Society. This is covered in the main SMAE constitution (Para 9B) which gives a member three months to pay before they automatically forfeit their membership. You could check at the first Area meeting after 1st April each year that **ALL** officers of the Committee have current BMFA membership cards.

Do not confuse this with the insurance aspect of membership. The insurance cover becomes invalid just **TWO WEEKS** after 1st January each year.

- (10d) If somebody storms out of a meeting saying "I resign", they have **NOT** resigned until you get it in writing. Even if they don't attend any other Area meetings, you can't do anything about it, such as co-opting a replacement, until (e), (f) or (g) happens.
- (10e) At each AGM, around half of the Area officers posts come up for re-election. The officers in these posts are deemed to have retired by rotation.
- (10f) This allows the Area Committee to remove an unsuitable post holder half way through their two year term by a vote at the AGM. Note that this cannot be done at any other time; for instance you cannot call an EGM to do it. Note the wording of the two thirds majority voting requirement. It means that any abstentions will be counted with the 'against' votes.
- (10g) This allows an Area to get over the situation where a person says he will do a job but is failing to do so by non-attendance at Area meetings. Just sending in an apology to the meeting you are not attending is **NOT** a 'reasonable excuse'. Being on holiday abroad or attending something like a Council meeting **IS**.

If you have an officer who rarely appears at meetings but still does a good job for the Area (one of your Flying Discipline Secretaries for instance) and you wish them to remain an officer of the committee than you can co-opt them back on each time as their term expires.

GENERAL MEETINGS (AGMs and EGMs)

- (11a) This give a precise time slot into which the Area AGM must be held to align with the Society's AGM.
- (11b) **INITIAL** notice of the Area AGM must be given to all the Area clubs at least 28 days prior to the meeting. Note that this is a minimum time and that no maximum is stated. You are complying with this if you include the date, time and venue of the forthcoming AGM with any Area paperwork going out to clubs during the year. The best way is to tag it on to any regularly published list of Area meetings and then no-one can complain that they don't know when and where the AGM will be held.
- (12) An AGM or EGM **CANNOT** have 'Any Other Business' on the agenda. Any proposals to be discussed must be submitted in writing before the 21 day limit.
- (13) This confirms (12) above.
- (14) This, together with items (12) and (13) means that the Hon Secretary has fourteen days in which to finalise and post out the final notice of the AGM, complete with the agenda. The earliest it can be done is 28 days before (you can't do it before this because of item 12) and the latest is 14 days. This posting is also the one in which the Area accounts must be sent out.
- (15) An EGM can only be called in one of three ways
- (a) On written demand of five member clubs. This does **NOT** mean that five club representatives can call an EGM. You should insist that such a demand is produced in writing on the separate clubs' headed notepaper. Company law insists that calls for an EGM also state the reason why and although the law doesn't apply to Areas in this sense, a precedent is there which should be followed.
 - (b) On an instruction by BMFA Council after a resolution has been passed by Council making this necessary.
 - (c) If the Area Committee wants to for a specific reason and after a resolution to hold one has been passed by the Area committee at **ANY** Area meeting (ordinary or General). **NB** - This is not the same as the Area officers wanting to hold an EGM.
- (16) All AGM and EGM business is 'special' to that meeting and can only be items that are published on the agenda of the meeting, the only exceptions being the routine items in (a), (b) and (c) at the AGM. There can be no AOB and the items discussed do not come up as 'matters arising' or 'minutes' at ordinary meetings.
- Special Note** - If you feel that there may be general items to discuss or you know that something is coming up around AGM time, you may call an ordinary Area meeting to follow immediately after the AGM closes. Such a meeting is constitutional as long as the appropriate notice has been given and it **CAN** have AOB items.

You cannot do this on the spur of the moment , however. For instance if something comes up in officers' reports that has implications that need to be discussed then it can only be agendered for the next ordinary Area meeting. This is a good reason for automatically calling an Area meeting after the AGM with the single agenda item of AOB. Just remember the time limits for calling a meeting and make sure that you send out the notice calling it with the AGM agenda and accounts.

- (17) The quorum is five signed-in voting club representatives. This is not necessarily the same as five Area officers (see 18 and 19).

The 15 days notice to inform the Society after a failed AGM means that the Society will be aware of a problem within an Area quite quickly and it gives a structure by which the Area meetings can be re-started. This does **not** mean that the Area Committee has ceased to exist; after all, it is made up of all the clubs in the Area. However, the Area Committee will not have its full compliment of officers and this is the reason for the automatic EGM.

- (18) Each club is allowed **ONE VOTING MEMBER ONLY** at the meeting although other observers from the club are usually allowed. The voting person for a club must be present at the meeting, they must be a member of the club they are representing and they must sign the voting register as such.

- (19) Hand voting is on a straight majority; one club, one vote. No proxies are allowed.

At any time during the voting, including after the result has been announced, a poll vote may be called either by the Chairman or by two of the voting members present. Under normal meetings procedure, a poll vote cannot be called on an item once you have moved on to the next business on the agenda.

A poll vote is a 'card' vote where each club present votes the number of BMFA affiliated members it has. This number is taken from the 'most recently published club list' (see 22a).

Officers of the Committee do **NOT** have a vote as a right. They may **ONLY** vote if they are signed-in as the voting representative of an Area club (see 18).

- (20) The Chairman personally decides exactly how the poll vote will be taken and the result of the poll is then taken as the vote of the meeting.

- (21) If a hand vote is tied, a poll vote **MUST** be taken.

If the poll vote is tied, the Chairman has a casting vote, whether they are a signed-in voting club representative or not. This can lead to a situation where the Chairman of the meeting has had no vote in the initial hand vote or the poll vote but they are entitled to an eventual casting vote simply on the fact of their being the meeting Chairman. The voting procedure has to stop somewhere.

- (22) The Hon Secretary must make sure that they have received a copy of the latest club list from the Leicester office before any General meeting. A list is

normally posted out to all Areas at the end of October and this should be in time for Area AGMs but if you call an EGM you might have to make special arrangements with the Leicester office.

- (23a) Vice Presidents, Fellows and Elected Officers of the BMFA **living within the Area** can go to Area AGMs and EGMs but do not have a right to vote simply because of their position. They can only vote if they are present as the signed-in voting representative of an Area club, of which they must be a member (see 18). Even with no voting rights the fact that they are on the official 'invite list' should give them the right to speak at the meeting.
- (23b) Most Areas welcome Country Members to their meetings and Area Officers can be elected from these persons if they volunteer to work for the Area.
- (24) This allows the Society to update Area officer files and to monitor the Area's accounts and general business.

ORDINARY MEETINGS

- (25) Member clubs can send **ONE REPRESENTATIVE** to these meetings. Other club members may be invited to meetings but cannot vote. Secretaries and meeting Chairmen need to keep a close eye on this one and should agree at the start of the meeting exactly who is able to vote and who is not.

It is custom and practice in many Areas that not only can additional club members attend **without** a specific invitation but that country members may also. None of these people may vote but their input to meetings is sometimes invaluable. Normal meetings procedure is that the decision on whether they can speak at the meeting is the Chairman's but, again, many Areas have an unwritten policy that anyone present at a meeting may speak.

How these things are handled is the responsibility of each Area committee under the guidance of its Chairman.

- (26) Area committees should meet as often as necessary to run the business of the Area, to pass on to member clubs the decisions made at Council and to agree on items to be passed back to Council as either proposals or points to be made in debate. This should not be interpreted as 'as often as needed to run the competition calendar' or 'as few times as we can get away with'. Attention is drawn to General, Para 3.
- (27) The signed-in representatives of five member clubs
- (28) Votes shall be by show of hands of those entitled to vote (see 29). On a tied vote the Chairman has a casting vote even if not entitled to a vote in the original show of hands (again, see 29).

Note that a poll vote is not allowed at an ordinary meeting.

- (29) This defines exactly who can vote in (28). This is strictly one club, one vote and this vote is exercised by the club's signed-in voting representative. This representative must be a member of the club they are voting for and no proxies are allowed. The only exception to one club, one vote is the

Chairman's casting vote if they have already voted in the original show of hands.

- (30) A resolution must be proposed and seconded before being voted on and only the representatives of member clubs present at the meeting may do this. The minute taker should note proposers and seconders by club name, not by individuals names. Area officers, if they are not signed-in voting club representatives, **CANNOT** propose and second resolutions but may put resolutions forward to the meeting with a request that they be proposed and seconded.
- (30a) This enables the Area committee to focus work into smaller groups of people. Note that such sub-committees do **NOT** need to be made up of Area officers or even regular attendees at Area meetings. However, the precedent at Council is that one member of a sub-committee must be a Council member and it would be sensible for Area committees to follow this system, with at least one member of any appointed sub-committee being an Area officer.
- (30b) This enables the committee to manage its workload providing the methods used are in line with current Society practices.
- (30c) The bottom line and its a bigger job than most people realise.
- (30d) This enables the committee to make decisions within the Area which may materially affect the way the Area deals with all paid up BMFA individuals in the Area. For obvious reasons decisions taken under this clause have to go through Council and there is also a right of appeal to Council.
- (30e) No comment is needed.
- (30f) This allows the co-option as ex-officio of people having a wider view of the aims and interests of the Society. For instance a teacher from a local school might be co-opted to help with the Area education programme.
- (30g) Don't forget to pass on your accepted new candidates to the appropriate scheme co-ordinator via the Leicester Office. The Co-ordinator can ratify your candidate to work for up to six months before you present your proposal to Areas Council for final ratification.

Note the at least two thirds majority of those present voting requirement. This means that at any abstentions are counted with the 'against' votes and you must have at least two thirds of the voting strength of the meeting 'for' the proposed candidate.

- (31a) This allows for Vice Presidents, Fellows and Elected Officers of the Society living in the Area to attend Area meetings in a non-voting capacity. If they don't attend, however, you should note that they can officially request to be put on the Area's mailing list for meeting notifications and you have no choice but to comply with that request.
- (31b) This allows Country members to attend in a non-voting capacity.

FINANCE

- (32) The first part refers to the Area Support Grant which is received by the Area from the Society, normally shortly after the 1st April each year. If an Area needs money from its grant in advance then application should be made to the Society's Hon Treasurer who will clear such an advance through Council.

The Society uses a system to fix the amount of the grant which can be varied to suit the financial forecast for the coming year as agreed by Council. The agreed budgeted amount is then split between the Area according to a formula agreed by the Society Hon. Treasurer.

- (33) The start and finish of the financial year should be filled in and it **MUST** coincide with the Society's. You have no choice in this matter.
- (34) This enables a defunct Area to remain on the books for five years in the hope that it can be reformed and become active again. It also states the mechanism by which Area funds may be disposed of if it comes to that stage.
- (35a) The member clubs of an Area take it upon themselves to organise and administer their own affairs at Area level. Responsibility cannot be on to Council if things go wrong. If, however, Council passes a resolution which demands that an Area or Areas do something specific then the responsibility for such actions as are carried out lies with Council.
- (35b) This limits the extent to which an Area committee can involve itself financially without obtaining permission from the Society. If an Area wishes to commit funds to a project beyond this limit then the Area must put a proposal to Council requesting permission. If consent is given this does not make Council responsible for what happens afterwards.

GENERAL

- (36) Individuals and/or member clubs cannot use the name of the Area Committee to promote activities or fund raising without the permission of the Area Committee. In practice Area committees would be most unlikely to object to a club event advertising but would not be so happy with business use of the Area name or logo.
- (37) No individual can use the name of the Area committee for his identification in legal proceedings. In other words they must use their own name and address in dealing with proceedings even if the proceedings involve the Area.
- (38) People move around quite a bit and it is up to them to ensure that any change of address is notified at least to the Leicester office. If you are dealing with the Area regularly then you should also notify the Area Hon Secretary as changes of address are **NOT** automatically passed on to the Area by the Leicester office.

If a letter is sent by the Area to an address held in good faith then there is no responsibility on the Area if the person concerned is no longer at that address, even if that letter contains important Area information for the club such as notification of the AGM etc.

- (39) To avoid the situation where a constitution becomes hopelessly out of date, this clause requires an Area to date and have signed its working copy. Changes involving amendment to the constitution may only be passed by Full Council, usually at the September Council meeting. Most of the changes will have been recommended by Areas Council. Any changes ratified by Full Council are binding on **ALL** Area committees so that everyone runs to the same constitution.

Any changes to the Area constitution put to Council will be collected together and dealt with at one of the Autumn Council meetings. This will enable all Areas to ratify them at the Area AGM without the need to call EGMs part way through the year.

Well, that's about it. We hope things are clearer now but we know that further questions are bound to arise from what is written here.

If you have any comments on the document you can reach either of us through the Leicester office or directly by telephone, the numbers are in the Officer's Directory.

First issue	3rd June, 1995
Dave Kerswell,	BMFA Northern Area Chairman.
Chris Bromley, FSMAE,	BMFA North West Area Chairman.
Third Issue	December 2003
Chris Bromley, FSMAE,	BMFA North West Area Chairman.

BRITISH MODEL FLYING ASSOCIATION

SMAE Ltd

Chacksfield House, 31 St Andrews Road, Leicester, LE2 8RE

Telephone - 0116 2440028 Fax - 0116 2440645