

# **PLEASE READ AND VOTE**

## **The Royal Fleet Auxiliary Association**

### **Constitution 2020**

The Trustees need to update the RFAA constitution to reflect changes to Charity Law since the original was produced and to reflect changes in today's society and the way we all live our lives. The old and new constitutions will be placed on the RFAA website for anyone who wishes to compare line by line the changes between the two documents but this sheet is intended to provide an overview of the main changes and the reason for the amendment.

The change to the 'Object' of the Charity requires Charity Commission approval and this is currently being sought, however we believe it is important to reveal that potential change to you now. The Commodore approves of the change and the trustees have approved all the proposed amendments. For the new 2020 Constitution to become legal we require two thirds of the votes cast at the AGM to support the changes so please take a few minutes to read this document and we urge you to vote to support the changes at the AGM.

#### **General**

The period of notice for calling member meetings throughout the constitution has been increased from 21 to 28 days. This is to allow the maximum numbers of people to attend by obtaining cheaper travel fares and to recognise current postal delivery times.

Throughout the constitution 'the Committee' is replaced by 'the Board of Trustees' to better recognise the legal formality of the trustee role laid down by Charity law.

#### **Changes to the 'Objects'**

These are unchanged except that the phrase 'To further the efficiency' (of the RFA Service) is proposed to change to 'To honour the long history and high reputation'. The trustees have always doubted their ability to improve RFA efficiency, especially when there is currently no formal agreement in place between the two organisations. The amendment better reflects what we seek to do.

#### **Organisation**

A new paragraph has been inserted to identify the member, branch and trustee structure within the charity.

#### **RFAA Charity Trustees**

There are numerous changes in this area. The maximum number of trustees is reduced from 17 to 10. Too large a Board is unwieldy to manage, expensive to the charity in costs and largely unattainable in reality. The ex-officio trustees have been removed completely, because the RFA no longer provides its Benevolent Funds to the RFAA, ex-officios rarely if ever attended meetings and some in the past refused to sign the trustee legal statements required by the Charity Commission. The Commodore may send a non-voting representative to meetings instead.

The Chair and Deputy are now to be elected by the trustees from the elected trustees rather than by the members. However, all trustees have to be re-elected each year by the membership, as at present, and can serve for up to a maximum of 9 years.

### **Trustees Powers**

Amended to include Charity Commission rules on legal insurance cover

### **Trustee Board Meetings**

Amended to include the need for trustees to declare a vested interest in an issue in accordance with Charity law.

### **General Meetings**

We propose to change a quorum for any general meeting (including AGM and EGMs) to a **minimum** of 25 members present plus a further minimum 45 postal votes making a **minimum** of 70 votes in total or 10% of the membership **if greater** (currently around 660 members). This strikes a balance on important issues between those who can attend and the postal vote element and is closer in line with UK company shareholder practice. In the current committee's time, there have only ever been Annual General Meetings and no General or Emergency General Meetings. The trustees recognise that without combining the AGM with the reunion obtaining a quorum without postal votes would be hugely challenging. The proposed numbers are considered a sensible and achievable voting balance.

### **Property and Funds**

Amended to remove the facility for trustees to fund the RFAA through personal loans for which interest could be paid or to hire out their property to the RFAA with a rental charge. The healthy funding of the charity no longer merits this facility,

### **Records and Accounts**

This now includes charity law requirements for record retention, timescales and annual report content.

### **Dissolution**

This section now includes the power of the Charity Commission to wind up charities and to redirect any remaining assets.

This is only a brief overview and we encourage all members to read and agree the full amended version and voting to support it at the AGM.