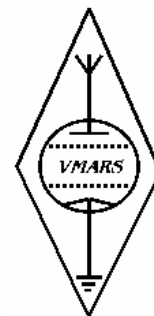


# THE VINTAGE AND MILITARY AMATEUR RADIO SOCIETY: CONSTITUTION

(as effective from 29th July 2006)



## 1. Name

The Society shall be known as The Vintage and Military Amateur Radio Society.

## 2. Preliminary

- (a) In this Constitution the term 'radio equipment' shall mean all radio or wireless equipment used for or ancillary to communication purposes, other than broadcasting, that originate from the Armed Forces of any nation, or radio communication equipment used for amateur or commercial purposes that is generally regarded as being of vintage or classic status (including equipment used for pulse and specialised modes).
- (b) Where problems with the wording of this Constitution arise, we will use the plain English meaning that people without specialist training understand. If necessary, we will resolve disputes over what the wording means as follows;
  - The committee will vote on the matter and their decision will be valid until the next AGM, or until we call an EGM to put the matter before the membership. At the next AGM or EGM called to resolve the matter the committee will propose an amendment to the Constitution;
  - At the next AGM, or EGM we call to resolve the matter, we will propose amendments to the Constitution so the correct interpretation is clear, in line with clause 13 of this Constitution<sup>v</sup>.
- (c) In this constitution, a "trader", a person engaged in trading in radio equipment, is taken to be someone who buys or sells items in volume, who regularly has his own stalls at rallies and shows, or who continually advertises items for sale<sup>i</sup>.

## 3. Aims

- (a) To encourage and facilitate the collection, preservation, restoration and use of radio equipment;
- (b) To facilitate the interchange of information between members regarding radio equipment;
- (c) To facilitate the interchange of radio equipment between members;
- (d) To encourage research into the history of the development and use of radio equipment;
- (e) Educating and informing the wider public about radio equipment;
- (f) Maintaining and developing an understanding of practical techniques as applied to radio equipment;
- (g) To co-operate with other societies, museums and organisations with similar interests whether nationally or internationally;
- (h) To ensure that unhindered use of radio equipment on the amateur bands is allowed to continue using all modes, but especially historic modes such as amplitude modulation, frequency modulation and CW;
- (i) To advance promote and sustain the interests of amateur radio in so far as they align with the other aims of the Society<sup>ii</sup>.

## 4. Classes of Membership

Membership shall be open to all persons interested in any of the aims of the Society, and shall comprise the following:

- (a) Full members, being over the age of 18 or holding an amateur radio transmitting licence granted by any competent authority
- (b) Student members who must be under the age of 25 and in full time formal education. The annual subscription for student members shall be one half of the normal subscription.
- (c) Honorary life membership which may be granted to any person who, in the opinion of a majority of the members at an annual general meeting, has rendered outstanding service to the Society. Such membership shall carry the rights and obligations of full membership but shall be free from subscriptions.
- (d) Family membership shall be available for an additional subscription at 25% of the normal UK rate for each additional member. The rights and obligations of such additional members shall be identical to those of full membership and shall be subject, in particular, to the admission procedures of Clause 5(a), but shall not extend to the receipt of individual copies of the Society's Newsletter<sup>iii</sup>.

## 5. Membership regulations

The following regulations shall apply to all persons applying for membership of the Society, and (where appropriate) renewing membership:

- (a) Any application for full or student membership shall be made to the Secretary who will supply a membership form for the purpose on request. A notice of the application for membership shall be posted in the next Newsletter following receipt of the completed application form.

If less than six paid up full or honorary life members object in writing to the application sent to the Secretary, within one calendar month of the application appearing in the Newsletter, the application shall be successful. If six full members or honorary life members do so object, the application fails and any subscription submitted with the application must be returned forthwith, but any two paid up full members or honorary life members may require the Secretary in writing to refer the refusal to the members at the next following annual general meeting by placing the same on the agenda. The decision of the members by a simple majority shall be final and binding and the refusal may be confirmed or the application may be accepted on payment of the subscription.
- (b) All members shall heed and abide by the Society's Constitution. Any member who is in flagrant persistent breach of this Constitution or whose conduct renders that person unfit to continue as a member of the Society, may be expelled

by the unanimous agreement of all the elected committee members, who shall each have examined the evidence against the member concerned. No member shall be expelled without having the opportunity to make representations at the relevant committee meeting either in person, through a representative who need not himself be a member, or in writing. Any such expulsion shall be advised to the membership in the next available publication, along with the reasons for it.<sup>iv</sup>

## 6. Members' Right to address the Society

Members will have the right to address the society as a whole via the "Letters" pages of the society's regular publications. The committee will not have the power to edit such letters, except in the following circumstances: (i) where the material may be deemed to be libellous; (ii) where bad language is used; (iii) where the content repeats that previously published; (iv) where normal editorial corrections are required to aid the sense; (v) where the amount of material will exceed the normal allowance in the publication concerned for members' letters; (vi) where the subject matter is outside the scope of the Society's interests.

Where editing is undertaken, the editorial team will indicate that the letter has been edited together with the reasons for such editing, and will use all reasonable efforts to ensure the sense of the letter is retained. The editorial team will retain the power to decide which material to include in any particular issue of a Society publication, whilst ensuring that a minimum of one page is set aside for members' letters in each issue of the Society's regular publications.

Where a particular correspondence continues beyond two issues of the society's regular publications, the editorial team may refer the matter to the committee, which will have the option of refusing to publish further letters, but will put a fair and comprehensive summary of any outstanding issues in the same publication, together with a notice that any member may obtain copies of all the correspondence relating to the matter free of charge on request from the Secretary. This provision shall not be used to apply general censorship to any particular member or groups of members.

## 7. Subscriptions

- (a) The annual subscription shall be fixed and may be varied at the annual general meeting as an agenda item;
- (b) The financial year of the Society shall run to 31st December in each year. Initial subscriptions are due and payable on being accepted as a member. In the case of a member accepted more than six months after the beginning of the financial year, the initial subscription shall be half the annual rate.
- (c) Annual subscriptions for the renewal of membership shall be due and payable on the first day of the Society's financial year. Membership rights (including the right to vote at meetings and receive the Newsletter) shall terminate if renewal subscriptions are not paid within 28 days of the due date. Membership shall lapse at the expiry of six calendar months from when the subscription becomes due yet remains unpaid, and any person whose subscription remains unpaid for six months shall be treated as a new applicant for membership should he wish to re-join the Society.
- (d) The committee may reduce an individual member's subscription in cases of financial hardship.

## 8. Finance

- (a) All money received by the Society shall promptly be deposited in the Society's bank account.
- (b) Withdrawals shall require the signature of the Treasurer and one other nominated officer of the Society.
- (c) The committee shall not willingly or knowingly permit the Society's bank account to become overdrawn.
- (d) The Society's bank account shall only be used for the Society's purposes.
- (e) The committee has the power to use Society's funds, in pursuance of the objectives of the Society only<sup>v</sup>.

## 9. Membership of the Society's Committee

The Society's affairs shall be administered on behalf of the members by a Committee elected at the annual general meeting which shall hold office until the conclusion of the next annual general meeting or fifteen months from the date of their election, whichever is the sooner.

- (a) The Committee, in whom the Society's property shall be vested, shall have been members of the Society for at least six months prior to the election<sup>vi</sup> and consist of:
  - (i) A chairman, who must have been a member of the committee for at least one year prior to taking office, who chairs all meetings when present, and is responsible for upholding the constitution, ensuring that all views are properly heard and for seeking consensus whenever possible<sup>vi</sup>. No member shall hold this office for a period of more than two consecutive years<sup>vii</sup>.
  - (ii) A Secretary who will be responsible for: taking the minutes of all meetings of the Society, ensuring all correspondence is punctually answered and maintaining a register of the Society's assets<sup>vi</sup>.
  - (iii) A Membership Secretary who will be responsible for maintaining a master roll of all classes of members of the Society, receiving new membership applications, renewing existing memberships, and making members' details available to those authorised to receive them<sup>vi</sup>.
  - (iv) A Treasurer who is responsible for: keeping the Society's accounts, preparing the accounts for audit, presenting them for approval at the Annual General Meeting and ensures that payments to creditors are made in a timely fashion<sup>vi</sup>.
  - (v) Two ordinary members, with no specific responsibilities<sup>vi</sup>.
- (b) Any member engaged in commercial trading in radio equipment shall not be permitted to become or remain a member of the committee. Decisions on the status of individual members will normally be taken at an AGM or EGM, however the committee has the right to suspend any existing member of the committee should clear evidence of their trading activities be presented<sup>1</sup>.

- (c) If an officer or committee member fails to pay his subscription when the same falls due, the position shall immediately be declared vacant and the committee may co-opt a willing member to the position. Details of such co-option shall be posted in the next following Society Newsletter.
- (d) The committee may in their discretion appoint any of their number and/or any other willing member (s) to act as an editorial panel to advise the editorial team (at their request) on suitability of submissions for publication in the Society's Newsletter. This advice might include technical/factual accuracy or the suitability of material submitted but material shall not be deemed unsuitable only because it is critical of the committee. Any such appointment(s) shall continue until the next AGM. Details of any such appointments shall be posted in the Society Newsletter as soon as possible.
- (e) If any officer or committee member resigns or is unable to act, the committee may declare the post vacant and may co-opt any willing fully paid up or honorary life member as a substitute. Where this happens the details shall be reported in the Society Newsletter as soon as possible thereafter.
- (f) The committee may co-opt anyone on to the committee for a specific purpose or project. Where this happens: (i) that committee member shall only have voting rights relevant to the matter that he/she has responsibility for; (ii) the co-option shall continue for such fixed time as decided by the committee but in any event shall terminate at the start of the annual general meeting following the date of co-option; and (iii) where the matter for which such person is co-opted has not been concluded by the date of the annual general meeting following the date of co-option, the committee may re co-opt the person involved as set out in sub clauses (i) and (ii) above.

## 10. Committee Standing Orders

- (a) A quorum of the committee shall be four, which must include at least the Chairman, the Secretary or Treasurer. In the absence of a quorum, any decisions made shall be valid only after confirmation and ratification at the subsequent committee meeting such confirmation and ratification being entered in the minutes.
- (b) A committee meeting may be called by the Chairman, or the Secretary or any three committee members
- (c) The Chairman of the meeting may vote, and in the event of a tie, he has a second casting vote.
- (d) The Secretary or other willing committee member nominated by him shall keep accurate minutes of all committee meetings. The minutes shall be available for inspection by any member. On acceptance of the correctness of the minutes taken at the previous committee meeting, the chairman of the meeting shall sign the minutes confirming them as a true record.
- (e) The Committee members may be paid out of the Society's funds a reasonable sum by way of travelling expenses for attending the annual general meeting and any extra-ordinary general meeting. Where the Society has met individual expenses incurred by Committee or other members for services provided to the Society, either by re-imbusement of the member or by providing the member with an allowance or by direct payment to a third party, the aggregate amount of those expenses shall be disclosed in a note to the accounts. The note should also indicate the nature of the expenses and the number of members involved<sup>viii</sup>.
- (f) No person shall hold more than one office or position simultaneously without a two thirds majority of those members who are present and voting at the annual general meeting. Proxy votes shall not be counted on such a vote.
- (g) A note of those present and a summary of the resolutions passed shall be posted as soon as possible in the Society Newsletter.
- (h) In the absence of the Chairman, committee members shall elect one of their number to act as chairman for that committee meeting.
- (i) Without prejudice to sub-clauses (a), (b), (c), (g) and (h) a committee meeting may, if it is felt necessary, be conducted by telephonic conferencing or by other electronic means. Where this is done, decisions taken and resolutions passed shall have the same validity as if taken at a properly convened meeting where members are physically present. The reasonable expenses associated with such a meeting including the costs of setting up the telephonic conference or other electronic means shall be proper committee member expenses<sup>ix</sup>.
- (j) The Committee shall meet either in person or by phone conference at least four times a year at approximately three monthly intervals<sup>x</sup>.
- (k) The Committee is not directly responsible for the provision of services to members, such as the Newsletter and Archive. The Committee's responsibility for services is in appointing members to run such services, agreeing with those members the exact nature of the service to be provided and their job descriptions, and where necessary deciding matters of policy connected with the provision of the services<sup>i</sup>.
- (l) Policies may be set and updated by the committee at any time, but must be advised to all members via the next available publication. The committee shall also have the power to impose appropriate and proportionate penalties on any member who persistently fails to observe such policies<sup>xi</sup>.

## 11. Annual General Meeting –

- (a) The Annual General Meeting (AGM) shall except in the event of special circumstances be held within six months of the end of the financial year. The request for agenda items shall be sent to members sufficiently in advance of the AGM that there is time for two issues of the Society's publications to be released before postal votes are due to be cast on any motion submitted<sup>vi</sup>. At least two months before the date set for the AGM, committee nomination forms will be sent to all members. At least one month before the AGM date, the notice of the AGM giving the date, time and place, together with a copy of the agenda, and the audited accounts will be given to all members. Such request and notice may be given in the Society's Newsletter or otherwise in the committee's discretion.
- (b) The AGM shall be held at an accessible venue on a day and at a time expected to be convenient for the majority of members. The Committee shall have the freedom to select the AGM location within the area bounded by horizontal (i.e. East-West) lines through London and York, and vertical (i.e. North-South) lines through Liverpool and Colchester. The AGM must be held at a weekend and not on a bank holiday or a day following a bank holiday<sup>xii</sup>.
- (c) A quorum for the AGM shall be ten paid up or honorary life members present in person or by proxy. Notwithstanding the absence of a quorum, the election of committee shall be valid if at least ten members have cast their votes by post, in person or by proxy.
- (d) The agenda shall contain:
  - (i) Reading of minutes of the previous AGM and a proposal to accept as a true and correct record.

- (ii) Chairman's report.
  - (iii) Secretary's report.
  - (iv) Treasurer's report which shall include a presentation of accounts and a proposal to accept. The accounts shall have been audited by the honorary auditors who shall check the accuracy of the entries, the balances, and conduct a bank reconciliation. The honorary auditors shall certify the accounts to their satisfaction or otherwise as appropriate and the signed accounts or otherwise shall be presented to members.
  - (v) Election of officers and committee
  - (vi) Election of two honorary auditors who shall not also be committee members.
  - (vii) Any member's business which has previously been notified to the Secretary in accordance with this Constitution.
  - (viii) Any other business which can properly be conducted as such at an AGM. The Chairman's ruling on whether or not business raised under this provision is business which can properly be conducted shall be final and binding on the meeting.
  - (ix) During the election for officers and committee, an acting chairman from the members present who are not standing for election, shall preside.
- (e) Unless otherwise provided in this Constitution, voting shall be by simple majority of those voting in person or by proxy or by post<sup>vi</sup>. Any member may appoint a proxy to vote on his behalf at the AGM. The proxy need not be a member, but the appointment must be in writing signed by the member and deposited with the Secretary at least seven days before the date when the meeting is intended to be held. Such appointment remains valid for the duration of the AGM, and any adjourned meeting thereof. This rule also applies to extra-ordinary general meetings.
- (f) Acceptance of nomination for officers and committee members must be previously confirmed in writing to the Secretary by the candidate unless the candidate is actually present at the AGM. Every candidate for office must declare any business or financial interest in any activity which touches or concerns or is likely to touch or concern the Society's interests and activities or is likely to conflict (or be seen to conflict) with the Society's best interests. Such declaration will not invalidate the candidacy but shall be made known to the members (where practicable) in the agenda but in any event to those present at the meeting. If a candidate fails to disclose such activity and is elected to office and the committee subsequently identifies any such activity, the facts must be disclosed in the Society's Newsletter and the post may be declared vacant by resolution of a simple majority of members at an extra-ordinary general meeting and thereafter filled by co-option of a willing member by the committee. The identity of the person co-opted will be posted in the Society Newsletter as soon as possible. For the avoidance of doubt the buying and selling of goods incidental to one's hobby is not a business or financial interest for the purposes of this sub-clause.
- (g) Within two months of the AGM, a fair and accurate summary of the meeting (including a list of the newly elected officers and committee) shall be given in the Society Newsletter.
- (h) Any member not attending the AGM who does not wish to appoint a proxy may cast a postal vote for his preference in the election for the officers and committee and on any agenda motion, in writing signed by the member personally, by sending the vote to the Secretary at least ten days before the meeting date. Any such vote which is illegible or not definitive may be disregarded. This rule also applies to extra-ordinary general meetings<sup>vi</sup>.
- (i) If the Chairman is not present at the AGM, the members present shall elect a member to be chairman of the meeting.

## 12. Extra-ordinary General Meeting

- (a) An extra-ordinary general meeting (EGM) can be called by the Committee or by not less than three members. On receipt of the notice calling the meeting, which shall include the agenda item(s) the Secretary must within 14 days set a date for the meeting, being at a weekend and not on a bank holiday or a day following a bank holiday, which shall be not more than 56 days thereafter, at an easily accessible location central within the UK, expected to be convenient for the majority of members to attend, and shall within 14 days from receipt of the notice calling the meeting, inform all members of the date time and place of the EGM supplying them with a copy of the agenda and any other relevant documents.
- (b) Only business shown in the agenda may be conducted at an EGM.
- (c) A quorum for an EGM shall be ten.
- (d) A fair and accurate summary of the meeting shall be given in the next available Society Newsletter, or not later than one month after the date of the meeting.
- (e) If the Chairman is not present at the EGM the members present shall elect a member to be chairman of the meeting.

## 13. Amendments to the constitution

The constitution may be amended only as an agenda item at the AGM, or at an EGM called for that purpose on the agreement of a two thirds majority.

## 14. Winding Up

- (a) The decision to wind up the Society may be taken only at an EGM called for that purpose on the agreement of a simple majority of those present in person or by proxy.
- (b) The funds of the Society shall, after sale of assets and payment of outstanding debts, be disposed of as directed by the members at that meeting.
- (c) In disposing of the Archive, the members shall make it a priority to find a new owner for it who will continue to make it accessible to the vintage radio community in the UK, rather than achieving the best possible sale price<sup>xiii</sup>.

END OF DOCUMENT

<sup>i</sup> Sub-clause added at the Annual General Meeting on 19<sup>th</sup> June 2005

<sup>ii</sup> Sub-clause amended at the Annual General Meeting on 29<sup>th</sup> Junly 2006 (motion 3)

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- iv This sub-clause amended at the Annual General Meeting on 29<sup>th</sup> July 2006 (motion 2)
  - vi Sub-clause amended at the Annual General Meeting 19<sup>th</sup> June 2005
  - vii Sub-clause amended at the Annual General Meeting on 29<sup>th</sup> July 2006 (motion 4)
  - viii Sub-clause amended at Annual General Meeting on 1 June 2003.
  - ix Sub-clause added at Annual General Meeting on 11 June 2000.
  - x Sub-clause added at Annual General Meeting on 10 June 2001.
  - xi Sub-clause added at Annual General Meeting on 29<sup>th</sup> July 2006 (motion 1)
  - xii Sub-clause amended at Annual General Meeting on 5 May 2002.
  - xiii Sub-clause added at the Annual General Meeting on 29<sup>th</sup> July 2006 (motion 5)