

CONSTITUTION

1 NAME

The name of the association is the

BRITISH KITE FLYING ASSOCIATION

("THE ASSOCIATION")

2 OBJECTS

The objects of the Association ("THE OBJECTS") are:

- 2.1 To be a representative, elected body to unify all aspects of British kiteflying recognising the contribution made by clubs and individuals.
- 2.2 To represent the whole of the United Kingdom including England, Scotland, Wales, Northern Ireland, Isle of Man and the Channel Islands.
- 2.3 To achieve national recognition as a body representing all codes of kiteflying.
- 2.4 To work with all other clubs, societies and associations throughout the UK to further the sport and pastime of kiteflying.
- 2.5 To promote safe flying and to work with all regulatory bodies and associated organisations to the benefit of kitefliers throughout the United Kingdom, to ensure that their interests are represented and to provide model codes for health and safety for clubs and kitefliers to adopt.
- 2.6 To promote and raise awareness of all kite events throughout the United Kingdom.
- 2.7 To maintain a register of kite clubs and kitefliers throughout the United Kingdom and their areas of expertise.
- 2.8 To work with academic and other interested groups at home and abroad to further knowledge of the history and practice of kiteflying.

3 POWERS

In furtherance of the Objects but not otherwise the Association may:

- 3.1 promote the publication of leaflets, books, videos, computer software and other forms of information about the sport of kite flying;
- 3.2 encourage integration and discussion between UK kite clubs and kite flyers through use of appropriate media;
- 3.3 promote or provide training for people wishing to create and fly kites;
- 3.4 promote or provide Third Party insurance protection for members;
- 3.5 acquire and dispose of property;
- 3.6 raise funds by any lawful means except permanent trading;
- 3.7 the Association may affiliate to any other Associations, Clubs or Societies with similar interests provided always that this is ratified at a meeting of the full Council;
- 3.8 form a wholly owned trading company provided always that this is ratified at a meeting of the full Council;
- 3.9 seek charitable status provided always that this is ratified at a meeting of the full Council.

4 GOVERNANCE

- 4.1 The Association will be governed by a Council, which will meet at least annually and which will set the policy to be followed by the Committee.
- 4.2 The Council will consist of representatives of the member organisations (“Council members”), with the number of Council members from each organisation being in proportion to the number of paid-up members in the member organisation. The Council will agree the ratio of Council members to members in the member organisation, such ratio being recorded in the minutes of the annual full meeting of the Council.

4.3 Following the Annual Council Meeting (referred to in clause 6.1) the Council will elect a Committee with Committee members drawn from the Council. No one club shall have more than 2/3rds of the members of the Committee, such limit being exclusive of co-opted members.

5 MEMBERSHIP

5.1 Membership of the Association is open to any organisation interested in furthering the Objects, irrespective of their location save that they are primarily based in the United Kingdom, or their particular interests in the sport or pastime of kite flying.

5.2 The Council will agree the specific criteria for membership such as the number of members that an organisation must have in order to qualify for membership, such criteria being recorded in the minutes of the Council meeting.

5.3 Every member organisation must pay an annual subscription of such amount as the Committee decides from time to time.

5.4 Membership of the Association shall run from the first day of December each year for one calendar year. Organisations joining the Association part way through the year may have their subscription reduced proportionately to the length of time remaining in the year.

5.5 A member organisation may resign its membership at any time and a member organisation who is twenty-eight days in arrears with its subscription is deemed to have resigned but may rejoin on payment of the arrears.

5.6 If the Committee considers that a member organisation's conduct is harmful to the Association it may by resolution to a Council meeting request the expulsion of the member organisation.

5.7 When the Council is satisfied, after hearing the case put by or on behalf of the member organisation concerned and as evidenced by a simple majority vote, that the member should leave the Association, it may terminate that membership by written notice and that notice is final.

5.8 The Committee must keep a list of members in each category.

5.9 The Committee may agree to the formation of a section within the Association to represent particular interest groups or individuals. For the purposes of this Constitution the section shall be treated as if it were a member organisation with the rights and obligations of a member organisation.

6 COUNCIL MEETINGS

- 6.1 There must be an Annual General Meeting of the Council members of member organisations of the Association once in every calendar year (“the Annual Council Meeting”).
- 6.2 At the Annual Council Meeting the Council members will:
 - 6.2.1 receive the Committee's report for the previous year;
 - 6.2.2 receive the Treasurer's report and accounts for the previous year;
 - 6.2.3 elect the Committee for the following year;
 - 6.2.4 discuss and advise the Committee on matters of policy for the Association;
 - 6.2.5 determine any other matter of which notice has been given.
- 6.3 A Special Council Meeting of the member organisations of the Association may be held at any time if called by the Committee or if at least half the member organisations of the Association make a written request to the Committee.
- 6.4 A Special Council Meeting must be called within two weeks of such a request.
- 6.5 A Council Meeting requires 28 days' notice to be given to the member organisations specifying the matters to be dealt with.
- 6.6 A quorum at a Council Meeting is Council members from at least half the member organisations present in person. If there is no quorum, the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting if at least three will constitute a quorum for that meeting.
- 6.7 The Chairman of the Committee, or in her or his absence some other person elected by the meeting, takes the Chair at Council Meetings.
- 6.8 Except where this constitution provides for a larger majority on a specific question, every question is decided by a majority of the votes cast. In the case of equality of votes the Chairman has a second or casting vote.
- 6.9 The Chairman will exercise such proxy votes as have been notified to him not less than seven days in advance of the meeting. Member organisations may enter proxy

votes against any item on the agenda for the meeting. The total of both proxies and votes cast in person by any member organisation will not exceed the number of Council members the member organisation is entitled to send to the Annual Council Meeting.

- 6.10 Council Meetings shall be open to all members of member organisations. Only Council members may vote. Kitefliers who are not members of member organisations may be admitted at the sole discretion of Chairman of the meeting.
- 6.11 Meetings of the Council may be held by means of a conference telephone call or conference live call or such other technology (“conference call”) so that all Council members participating in the meeting can hear each other. Participation in a meeting held by conference call shall constitute presence of the Council member at the meeting.
- 6.12 If the Chairman receives an objection to a meeting being held in accordance with 6.11 above signed by at least three Council members or 50% or more of Council, whichever number shall be the smaller, the meeting shall be adjourned to a physical meeting at a date not more than 28 days after the meeting that has been adjourned. This clause shall not be operable if reason for holding a meeting under clause 6.11 is a major national emergency that would prevent a physical meeting.

7 COMMITTEE: COMPOSITION

- 7.1 The Committee is the body responsible for the management of the Association within the bounds of the policies of the Association identified by the Council.
- 7.2 The Committee consists of at least six and not more than ten individuals who are the appointed representatives of organisations in membership and who are members of Council with an additional two individuals optionally being co-opted.
- 7.3 The members of the Committee are elected annually at the Annual Council Meeting and normally hold office until the end of the Annual Council Meeting the following year.
- 7.4 Any member of the Committee who resigns by written notice to the Committee, who is absent from three consecutive meetings of the Committee without reason acceptable to the Committee, or who is disqualified by law from acting as a charity trustee, ceases automatically to be a member of the Committee.
- 7.5 Casual vacancies in the Committee may be filled by the Committee by co-option, and a co-opted member will have the same voting powers and hold office for the same period as the Committee member he or she replaces.

7.6 A member organisation may instruct a Council member representing that organisation to resign from the Council and, if applicable, from the Committee. The member organisation may nominate replacement Council members at any time between Annual Council Meetings. If applicable the Committee may consider the replacement Council member for membership of the Committee, such an appointment requiring a simple majority of the Committee to vote in favour.

8 COMMITTEE: PROCEDURES

8.1 The Committee must meet at a frequency set out by the Council and at intervals consistent with it meeting the objectives set for it by the Council. A meeting may be held either in a single location or by means of whatever technology the Committee shall agree, for example telephone conference or email. A Special Meeting of the Committee may be called at any time on seven days' notice. A quorum at Committee meetings is four.

8.2 At the first meeting of the Committee in every year the members must appoint from among themselves a Chairman, a Secretary and a Treasurer and such other honorary officers as they think fit.

8.3 Every question is decided by a simple majority of the Committee members present and voting at a meeting. In the case of equality of votes the Chairman of the meeting has a second or casting vote.

8.4 The Committee may appoint sub-committees to advise them or to carry out specific tasks in the management of the Association, but sub-committees must always report back to the Committee as soon as possible.

8.5 The Committee must keep minutes of its meetings and proceedings and keep safe all records relating to the Association.

8.6 The Committee may make rules to govern its own proceedings and the proceedings of sub-committees so long as they are not inconsistent with the provisions of this Constitution and they shall be known as "Standing Orders".

9 COUNCIL AND COMMITTEE: NOMINATIONS

9.1 Member clubs may nominate whomsoever they please to be their Council member(s) providing always that the person consents to be a Council member of

the Association and that they are a member of the member organisation in good standing.

- 9.2 At the Annual Council Meeting the Chairman of the meeting shall identify a list of Council members who are willing to serve on the Committee from those present. In exceptional circumstances the Chairman may, at her or his sole discretion, consider nominations to the Committee for Council members not present in person. If the nominee is not present in person, the Chairman of the meeting shall be satisfied that the person has consented to stand for election to the Committee.
- 9.3 If there are more than eight Council members identified as willing to be Committee members, the Annual Council Meeting shall decide the members of the Committee from amongst those by secret ballot. The Chairman of the meeting shall nominate a returning officer to count the ballot from those present. The returning officer must not be nominated to the Committee.
- 9.4 Each Council member present shall indicate on the ballot up to eight people they would wish to be Committee members. Where they are exercising a proxy on behalf of another Council member, the Council member shall complete a further ballot paper for each proxy they hold. In the event that the ballot does not identify eight people clearly, the Chairman of the meeting shall be entitled to a casting vote in order to resolve the matter.
- 9.5 No person who the Committee has elected to the office of Chairman, Secretary or Treasurer may hold that office for more than three consecutive years.

10 FINANCE

- 10.1 All funds belonging to or raised for the Association must be used in furthering the Objects.
- 10.2 No member of the Committee may be employed by the Association or receive any payment or other benefit from its funds except for reasonable out of pocket expenses properly incurred for the benefit of the Association.
- 10.3 The Committee is responsible for keeping the books of accounts and for the preparation of an annual report and annual statements of account for the Association, copies of which must be sent to the relevant authorities as required by law.
- 10.4 The Committee is also responsible for arranging for the accounts of the Association to be audited by a registered auditor or, so long as the income or expenditure for the year in question does not exceed £10,000, examined by an independent examiner.

- 10.5 The Chairman shall review the accounts and sign them to signify the Committees acceptance of them prior to submission to the Annual Council Meeting.
- 10.6 The Committee shall maintain one or more accounts for the Association at a bank or building society and make regulations governing the signatories (of which there must be at least two out of three) on such accounts.

11 PROPERTY

If the Association acquires any land, building, investments or other property of a permanent nature the legal title to that property must be transferred to a corporate body as holding trustee (or, in the case of freehold land, vested in the Official Custodian for Charities).

12 NOTICES

- 12.1 Whenever notice has to be given to the member organisations of the Association under the provisions of this Constitution it must be delivered either by hand or by first class post or by such other means as shall be expressly agreed with the member organisation to the member organisation's last known address in the UK or published in the Association's newsletter or such other periodic publication made by the Association.
- 12.2 Whenever any notice is required to be given to the Committee it must be delivered by hand or sent by post to the Secretary at the address published annually in the minutes of the Annual Council Meeting as amended in any publication of the Association.
- 12.3 Whenever any notice is given by post it shall be deemed to have been received 48 hours after posting.

13 AMENDMENT OF CONSTITUTION

- 13.1 The provisions of this Constitution may be amended at a Council Meeting by resolution passed by two-thirds of the Council members present and voting.
- 13.2 Notice of the terms of the proposed amendment must be given with the notice calling the meeting;
- 13.3 No amendment will be valid if it would bring about a fundamental change in the Objects;

13.4 No amendment will be valid if its effect would be that the Association ceased to be a non-profit making organisation.

14 DISSOLUTION

14.1 The Association may be dissolved at a Council Meeting by resolution passed by two thirds of the members present and voting.

14.2 In the event of a dissolution the members of the Committee holding office will remain responsible for the orderly winding up of the affairs of the Association.

14.3 After paying or making provision for all debts and liabilities of the Association the Committee shall distribute any remaining assets to any non-profit making organisations who were member organisations at the time the resolution for dissolution was passed, in proportion to the number of Council members each of those organisations had at that time.

15 DISPUTES

Any dispute as to the interpretation of this Constitution or as the propriety of any action taken or proposed by one or more members of the Committee may be resolved by unanimous decision of the Committee or referred to an independent adviser or mediator.

THIS CONSTITUTION CAME INTO EFFECT WITH ALL ITS PROVISIONS ON 24 MAY 2004 AND WAS AMENDED ON 5 FEBRUARY 2006, 28 NOVEMBER 2010 AND 28 FEBRUARY 2021