

Rules of the Light Aircraft Association Limited **2011 Version 5**

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Rules of the Light Aircraft Association Limited

PREAMBLE

These Rules, together with the LAA Articles and the Regulations, constitute the governance of the LAA, its members, officers and member clubs.

[Whilst the Articles can only be changed by majority vote at a General meeting, the Rules and Regulations can be updated and changed by the Board as statutory and operational changes require. If any contradiction or clarification to the Rules or Regulations is required, the reader should refer to the LAA CEO in the first instance - this to be removed in final publication]

1 NAME

Light Aircraft Association is the operating name of Light Aircraft Association Limited (hereinafter called LAA)

2 CONSTITUTION

The LAA is a Company Limited by Shares. The Memorandum and Articles of the LAA (the Articles) are authoritative in all matters of constitution. In addition, the Rules of the LAA (this document) are promulgated as required, for its proper governance and conduct. Where there is any conflict between these Rules and the Articles, the latter shall take precedence. Regulations are also published from time to time, covering operational requirements of the LAA (ref Article 27a).

2a The Board of Directors

The LAA is governed by a Board of Directors, whose election, appointment, activities and term of office are provided for in the Articles (ref Article 22). Refer also to Article 25f regarding election of Chairman and Vice-Chairmen.

2b Patron and Vice-Patrons

A Patron and one or more vice-patrons, who need not be members of the LAA, may be appointed by the Board, subject to confirmation by the shareholders at the next Annual General Meeting. The Patron and vice-patrons may attend Board meetings if they wish but shall have no voting rights at such meetings, unless they are also directors.

2c President and Vice-Presidents

A President and one or more vice-presidents may be appointed by the Board, subject to confirmation by the shareholders at the next Annual General Meeting. The President and vice-presidents must be shareholders of the LAA, and shall hold office for three years, but shall be eligible for re-appointment. The President and vice-presidents may attend Board meetings if they wish but shall have no voting rights at such meetings, unless they are also directors.

2d Authority of the board

The Board has sole responsibility for all Company policy decisions as provided for in the Articles (ref Article 27b and 27c)

3 AUTHORITY OF THE BOARD

Members shall comply with the Rules & Regulations of the LAA and the lawful instructions of the Board. Refer to Article 27a and 27b regarding Rules covering Company governance and Regulations covering Company operations. Also that Beneficial shareholders may bring motions for changes at General Meetings.

4 COMMITTEES OF THE BOARD & WORKING GROUPS

4a Appointment

The Board may appoint committees and working groups and may delegate to them such powers as it may think fit. Such committees and working groups may include persons who are not members of the Board or the LAA (ref Article 28).

Working groups will normally be set up for a specific purpose, or task.

4b Reporting

Committees and working groups shall report to the Board and their decisions shall be subject to confirmation by the Board. The Board may, at its discretion, allow certain working groups to report to a specific committee.

4c Chairmen of Committees

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The Board shall appoint chairmen of committees and working groups. The appointed chairmen will select appropriate members of their committees and submit names to the Board for confirmation.

4d Ex-Officio Members

The Chairman and CEO of the LAA shall be ex-officio members of every committee and working group (WG) and shall receive prior notice of all committee / WG meetings.

4e Co-option

The Board may additionally appoint additional members to, or fill vacancies on, any committee / WG.

5 THE NATIONAL COUNCIL

5a Constitution

The National Council (hereinafter called 'the Council') shall consist of the Directors and one representative from each Member Club and, by invitation of the Board, individuals and representatives from Corporate and Affiliate Members. The Council may advise the Board and plan and undertake activities in furtherance of the objectives of the LAA, subject to approval from the Board. All Council representatives must be Beneficial Shareholding Members of the LAA.

5b Meetings

The Council shall meet at least once annually at times and places as determined by the Council, in consultation with the LAA CEO.

5c Council Quorum

The quorum of the Council shall be a minimum of eight members, including the chairman of the Council (or a vice-chairman or the Chairman's delegated representative), one Director, and five separate Member Club representatives.

5d Chairman of the National Council

A Chairman and vice-chairman of the Council shall be elected by the members of the Council at their first meeting after the LAA AGM. The term of office shall normally be a period of one year. No Chairman or vice-chairman shall serve in the same capacity for more than 5 years. It is the responsibility of the chairman or vice-chairman of the Council to arrange the agenda and any other items affecting the meetings of the Council.

6 INDIVIDUAL MEMBERSHIP

6a Membership Classes and Categories

The LAA shall have two primary classes of individual membership: 'Full' and 'Full Plus'.

Additionally within this structure there may be several sub-categories of membership to allow for different membership requirements. The sub-categories of membership are set out in the 'Definitions' section at the end of this document.

6b Beneficial Shareholders

All members, except honorary and youth are entitled to be beneficial shareholders of the Light Aircraft Association Ltd, subject to signing acceptance.

Only beneficial shareholders are entitled to vote at General meetings, or hold an official post within the LAA (including club officer, board member, committee member, pilot coach).

6c Owners and Builders of LAA Aircraft

All co-owners of jointly-owned aircraft administered by the LAA, whether in build, completed or undergoing restoration, shall be Full Members of the LAA, except that all sole owners and at least one co-owner shall be a Full Plus Member. In exceptional circumstances, the Board may at its sole discretion waive these requirements.

7 LAA MEMBER CLUBS

7a Club Membership

LAA Member Clubs are organisations which are members of the LAA for the purpose of supporting and furthering its objectives, represented to the Board through the National Council. Clubs represent a specific geographical or functional area of LAA activity, e.g. type club, geographical club, Youth activities Club. They shall conduct themselves in accordance with the Club Regulations issued by the LAA.

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7a(i) An LAA member club shall consist of not less than ten LAA members. All club officers shall be beneficial shareholding members of the LAA.

7a(ii) A club may admit its own associate members who are not individual members of the LAA.

7a(iii) An LAA member club shall be entitled to the benefits of the LAA insurance cover and Headquarters support for so long as it and its officers shall comply with the LAA Articles, Rules and Regulations.

7b Club Officers

7b(i) A club's LAA members shall elect one member to be the club co-ordinator, who will be responsible for all correspondence with the LAA and for general enquiries.

7b(ii) A club's LAA members shall elect one member (who may also be the club co-ordinator), to be the club representative on the National Council.

7b(iii) A club's LAA members shall elect one member (who may also be co-ordinator or Council representative) to be the club's safety officer.

7b(iv) A club safety officer shall be aware of and follow the requirements set out within the LAA Regulations.

7b(v) In the absence of any evidence to the contrary, the club co-ordinator will be de-facto safety officer.

7c Club Finance

A member club shall be self financing, financially independent of the LAA, setting and retaining club subscriptions, but liable for its own expenditure, subject also to Rule 9c.

7c(i) Clubs shall operate financially solvent at all times.

7c(ii) The club co-ordinator (or separate club treasurer if elected) must produce an annual document for the club members accurately reflecting the club's financial activity and position. A copy is to be sent to the LAA HQ.

7d Club Name

A club may choose its name, subject to ratification by the Board. Such names as Devon Strut, or Europa Club are typical and acceptable examples.

7e Club Reporting

It shall be a condition of their LAA membership that Member Clubs shall submit an annual report on their activities to the LAA. This annual report covering the calendar year, is due by last day of February of the following year and shall include at least a summary of their activities, membership and finances.

7f Commercial Membership

Commercial organisations independent of the LAA with an interest in recreational, sport or commercial aviation seeking membership of the LAA are invited to apply to the Board for Commercial membership which would be upon such terms and conditions as the Board shall decide.

7g Affiliate Membership

Other organisations, independent of the LAA, not classified as commercial, that have an affinity or complementary objectives to the LAA may apply to the Board for Affiliate membership. Affiliation is at the discretion of the Board upon such terms and conditions as the Board shall decide.

7h Commercial and Affiliate - Other

7h(i) Attendance at National Council of a representative from Affiliate member organisations is at the discretion of the National Council by vote at a Council meeting and approval by Board.

7h(ii) LAA bears no responsibility for the actions of Affiliate, or Commercial organisations. Neither Commercial nor Affiliate organisations shall be protected by any LAA insurance policy, or support services, except as required to comply with LAA's statutory obligations.

7i LAA Branding

The permitted use of the LAA logo is contained within the Regulations.

8 INDIVIDUAL MEMBERSHIP

8a Admission and Re-admission

On first application, applicants for membership for all categories except temporary and youth, will be invited to become shareholders of the Light Aircraft Association Limited, having beneficial ownership of a single share to be held by a nominee shareholder as provided for in the Articles. Subject to Rules **8b** and **8d**, members shall normally be automatically re-admitted annually on receipt of the appropriate subscription.

8b Board's Discretion

The admission or re-admission of members shall be at the absolute discretion of the Board, shall not be subject to challenge and may be refused.

8c Participation and Privileges of Membership

No member shall participate in or receive any of the privileges or advantages of membership until the appropriate subscription has been paid.

8d Resignation and Lapsed Membership

Members who allow their membership to lapse for more than one month shall be deemed to have resigned and the Board shall require them to have authorised completion and registration of the transfer of their beneficial shareholding to another person as a beneficial shareholder. Any subsequent application for renewal of membership may be considered as a new membership, or may be back-dated at the discretion of the Board.

8e Special Circumstances

The Board may elect honorary and life members under such special circumstances as it may determine, who will have privileges as specified in the Definitions section, or as the Board may determine.

9 MEMBERS' CONDUCT PREJUDICIAL TO THE LAA

9a Individual Membership

In the event of any member being charged with conduct which the Board may consider prejudicial to the LAA, the member may be called before the Board and failing an explanation satisfactory to the Board, may be cautioned, suspended, required to resign, or be expelled as the Board, in their absolute discretion, may determine. Any such decision shall not be subject to challenge.

9b Member Club

In the event of any Member Club being charged with conduct which the Board may consider prejudicial to the LAA, the co-ordinator of the club may be called before the Board and, failing an explanation satisfactory to the Board, the club may be cautioned, suspended, required to resign or be expelled as the Board, in their absolute discretion, may determine. Any such decision shall not be subject to challenge. Any Member Club that has left or been expelled from the LAA will immediately cease to enjoy the rights and privileges of membership, including coverage by the LAA insurance policies.

9c Representing the LAA

No individual member or member club shall purport to speak or act on behalf of the LAA, or use the name or insignia of the LAA or the Company, without the specific authority of the Board (ref Article 9).

10 ANNUAL SUBSCRIPTIONS

10a Subscription Rates

Subscription rates for the various categories of membership shall be determined by the Board.

10b When Payable

All subscriptions shall be payable in full on application for admission to membership and annually thereafter at the end of the month preceding the anniversary of the initial admission to membership. If admission or re-admission is refused, the subscription will be refunded.

10c Conditions of Membership

A member, on paying the appropriate subscription, thereby agrees to be governed by the provisions of the Articles, and by the Rules and Regulations of the LAA for the time being in force and on these conditions is enrolled to enjoy the advantages and privileges of membership of the LAA.

10d Leaving the LAA

Any member leaving the LAA part way through the year, for whatever reason, will forfeit any prepaid subscription.

11 MINUTES

Minutes shall be taken of all meetings of the Board, the National Council, committees and of working groups. Such minutes shall be properly recorded and subsequently confirmed at a meeting of the Board, National Council or the relevant committee. Minutes are to be forwarded to the LAA Office Manager for distribution to the Board (see also Article 21).

12 FUNDS

The LAA may set up funds, separate from those operated by the Company, for specific purposes. Such funds shall have written statements of their terms of reference which are authorised by the Board. Funds shall be administered by trustees who are acting as committees in accordance with Section 4 of these Rules. Reports on the accounts and activities of funds shall be presented annually to the Board.

13 DEFINITIONS

Classes and Categories of Membership, rights and privileges

13a Full Members

Full Members shall have all the rights and privileges that the Board shall grant, which will include a free copy of the house magazine, but no access to the services of the engineering department.

13b Full Plus Members

Full Plus Members shall have all the rights and privileges that the Board shall grant, which will include a free copy of the house magazine and the services of the engineering department.

13c Joint Members

A Joint Member is a member who is the partner of a Full, or Full Plus Members and/or any child under the age of 18 and living at the same address. Where a Full Member (or Full Plus Member) pays a single additional Joint Membership fee, their partner shall be issued with a membership card and enjoy the privileges of a Full Member except those rights accorded to a beneficial shareholder. Any person under the age of 23 and living at the same address may on request (and for no extra charge) be issued with membership cards and enjoy the privileges of a Youth Member. Only one copy of the house magazine will be issued to each address.

13d Overseas Members

Overseas members are Full, or Full Plus Members whose place of residence is outside the British Isles and the Channel Isles.

13e Life Members

Life members are Full, or Full Plus Members who are specially elected by the Board under Rule 8e to have membership for life and who pay no subscription.

13f Senior Members

Full Members who have reached 65 years of age and who have been a Full Member for at least one year may apply to be Senior Members. They enjoy the same rights and privileges as other Full Members. Full Plus members do not qualify for Senior membership.

14 BENEFICIAL SHAREHOLDERS

All Members of the above categories – Full, Full Plus, Joint, Overseas, Life and Senior - can become beneficial shareholders of the LAA upon acceptance of their assigned beneficial share. There is no charge and beneficial shareholders are entitled to vote at General Meetings and/or become officers of the Company, Clubs, etc.

15 OTHER

15a Youth Members

Persons under 23 years of age may apply to be Youth Members. They enjoy the same rights and privileges as other Full Members, except rights to beneficial shareholding. Full Plus members do not qualify for Youth membership.

15b Honorary Members

Honorary members are Full or Full Plus Members elected by the Board who pay no subscription. They enjoy the same rights and privileges as other Full or Full Plus Members, except rights to beneficial shareholding. An honorary membership will normally be awarded for a specific time period.