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[www.abaponline.org](http://www.abaponline.org)

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The Association of British Airways Pensioners, PO Box 289, Chipping Norton, OX7 9EP

## Constitution

### 1 Name and Authority

- 1.1 This is the governing document, hereafter referred to as the Constitution of the Association of British Airways Pensioners, hereafter referred to as the Association.
- 1.2 This document shall be available to all qualifying members, and those wishing to join the Association, via the Association's web-site and by any other reasonable means.

### 2 Objects

The Objects of the Association are:

- 2.1 To represent the interests of all Pensioners, Deferred Pensioners, and contributors to pension funds of British Airways plc and its predecessor companies' Pension Schemes.
- 2.2 To endeavour to protect and improve all British Airways Pension Scheme Members' Accrued Rights.
- 2.3 To make the Association's views known to relevant bodies on matters affecting pensions and their calculation.

### 3 Definitions

- 3.1 **[in] writing:** where an original signature is not necessary, this term to include electronic communication where there is reasonable certainty that the parties in contact are genuine.
- 3.2 **social media:** electronic communication and information systems supplied by third parties.
- 3.3 **web-site:** a dedicated electronic facility accessible through computers and telecommunications networks.

- 3.4 **APS** - Airways Pension Scheme.
- 3.5 **NAPS** - New Airways Pension Scheme.
- 3.6 **‘good standing’** - a member of ABAP not in subscription arrears.
- 3.7 **‘[current] Committee member’** - a person elected (not co-opted) at the most recent Annual General meeting. This term shall also include Officers where not otherwise specified.

## **4 Powers**

In furtherance of the Objects of the Association, but not otherwise, the Committee of the Association may exercise these powers:

- 4.1 To seek improvement in benefits, making representations to British Airways and/or the Trustees of the British Airways Pension Schemes as appropriate and to progress any disputes or differences.
- 4.2 To facilitate, where possible and legally-permitted, advice to individual Members who are in dispute with British Airways and/or Trustees.
- 4.3 To liaise with other Associations, Trades Unions and any other bodies on matters concerning British Airways Pensions and Pensioners.
- 4.4 To seek to increase the number of APS and NAPS Member Trustees who are Pensioners of the British Airways Pension Schemes.
- 4.5 To maintain a watching brief with regard to ongoing security of the relevant Funds in order to safeguard British Airways Pensioners’ and all Members’ interests and to initiate appropriate action.
- 4.6 To issue public statements on relevant issues as and when appropriate.
- 4.7 To continue to seek acknowledgement by, and co-operation with, British Airways plc and the Trustees of the Pension Schemes, as the preferred means of advancing and achieving our mutual objectives.
- 4.8 To take professional advice as and when required.
- 4.9 To maintain, operate and provide information on a web-site, and to use as necessary social media to promote relevant material, and to issue newsletters on paper and electronically to members, and at the Committee’s discretion to other relevant parties.

## **5 Membership**

- 5.1 The subscription year shall be concurrent with the Association’s financial year.

- 5.2** Membership shall be open to any person who is a Member, Pensioner, Deferred Pensioner or Dependent Pensioner of any British Airways pension scheme.
- 5.3** The Committee and Officers may at their discretion accept for membership partners who are potential dependents of qualifying Association members.
- 5.4** Annual membership subscriptions of an appropriate amount shall be determined from time to time and agreed at a Meeting of Members.
- 5.5** Where it is considered that membership would be detrimental to the aims and activities of the Association, the Committee shall have the power to refuse membership, or may terminate or suspend the membership of any Member by recorded resolution passed at a meeting of the Committee.
- 5.6** Any person who is denied membership or suspended shall have the right to appeal via an independent adjudicator mutually agreed with the Committee in a timely manner.
- 5.7** Records of such resolutions and outcome of any appeal shall be maintained and reasonably accessible for a minimum of seven years.
- 5.8** Any Member may resign his or her membership by providing the Secretary with written notice.

## **6 Committee**

- 6.1** The Association shall be administered by a Management Committee of the Officers and no less than three (3) people and no more than fifteen (15), who must be at least 18 years of age and be ABAP Members, not in subscription arrears by more than three months.
- 6.2** Committee Members will be elected for a period of up to one year or the time between Annual General Meetings (AGM), but may be re-elected at the Association's AGM.
- 6.3** No member may be elected to serve on the Association's Committee nor as an Association Officer before completion of one full year of membership.
- 6.4** All decisions reached by the Committee will require a simple majority. In the case of a tied decision, the Chairman of the Committee present at the Meeting shall have a second or casting vote.

## **7 Officers**

- 7.1** The Association shall have a Committee consisting of:  
The Chairman, The Treasurer, The Secretary,  
and any additional officers the Association deems necessary at the AGM  
required to carry out the required activities.
- 7.2** The Committee and Officers shall have the power to co-opt additional  
members who qualify under 6.3, to assist with the Association's  
administration or for a specific function, and shall have the reasonable  
power to terminate such co-option.
- 7.3** All positions will be unpaid except for those which may be filled on a  
contractual basis as and when the Committee may determine.
- 7.4** Reimbursement to all Officers and Committee members, and those  
authorised by the Committee to make such expenditure from Association  
funds will be made for reasonable expenses incurred on behalf of the  
Association.

## **8 Committee Meetings**

- 8.1** The Committee shall meet at least three times a year.
- 8.2** The purpose of Committee meetings is to discuss matters relevant to  
the objects of the Association, subsequent and/or ongoing actions, to  
monitor progress to date, and to consider future developments.
- 8.3** All Committee members shall be given at least fourteen (14) days' notice  
of when and where a Committee meeting is due to take place, unless it is  
deemed as an emergency.
- 8.4** At least fifty per cent of Committee members must be present in order  
for a Committee meeting to take place.
- 8.5** In the absence of a quorum, matters may be discussed but not actioned  
until an absolute majority of Committee members have consented to  
such action, save in an emergency.
- 8.6** It shall be the responsibility of the Chairman or a designated deputy in  
his/her absence to chair all Committee meetings.
- 8.7** In voting, a simple majority shall normally prevail unless circumstances  
dictate otherwise, but no minority of those present may determine an  
outcome, after abstentions are taken into account.
- 8.8** On specific APS or NAPS issues, only Committee members and Officers  
belonging to the relevant scheme may vote.

- 8.9** All meetings must be minuted and accessible to members and other parties at the discretion of the Committee.
- 8.10** Minutes shall be kept for at least seven years, and available in a timely manner to any member with good reason to see them. Such Minutes may be reasonably redacted only regarding sensitive issues or personal data.

## **9 Member Meetings**

- 9.1** An Annual General Meeting (AGM) shall take place in October each year, or, if not in October, as close to October as practicable. At least one month's notice must be given before the AGM takes place.
- 9.2** Any proposition put to the Meeting (Committee, AGM or other) shall be debated in a reasonable timescale, then where appropriate voted upon by those present [and where relevant by valid proxy vote] in line with the earlier paragraph.
- 9.3** Any twenty members of more than one year's standing, none of whom may be in subscription arrears greater than three months may call for a Special General Meeting (SGM) for a specified reason, by writing, which shall exclude electronic communication, to the Secretary, who shall then arrange for that meeting to occur in the timescale above. The Committee and Officers shall also have the power to call a Special General Meeting, by simple majority vote, in line with clause 8.7.
- 9.4** All members in good standing are entitled to vote at the AGM or SGM. Voting shall be made by a show of hands on a majority basis which shall include any valid proxy votes. In the case of a tied vote, the Chairman or an appointed deputy shall make the final decision.

## **10 Finance**

- 10.1** The Association's accounting year shall be from 01 July to 30 June.
- 10.2** Any money acquired by the Association, including donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association.
- 10.3** All funds must be applied to the Objects of the Association and for no other purpose.
- 10.4** Any asset acquired by or donated to the Association may only be used to further the Association's objects and shall be properly recorded and accounted for.

- 10.5** Any Association asset liquidation or disposal shall be at best practicable value and clearly recorded.
- 10.6** Bank accounts shall be opened in the name of the Association. Any deeds, cheques, etc, relating to the Association's bank account shall be signed by any of the following Officers or committee members: Chairman, Treasurer, other nominated Committee Member.
- 10.7** No Officer or committee member may authorise payment to themselves.
- 10.7.1** Claims for justifiable personal expenditure shall be specified using the Expense Claim Form for sums over £50, and require the approval of either the Chairman or the Treasurer. Such claims will be filed for the record and included in the Annual Accounts. Claims for sums up to £50 may be submitted by email or in writing to the Treasurer. Payment will be made by cheque or electronically, and a record made of all such transactions.
- 10.8** Association expenditure and reimbursement for sums over £50 requires specific or continuing approval by the Committee. Where an emergency arises, one signature is valid, provided other Committee members are advised of the circumstance within 24 hours.
- 10.8.1** Only the current Treasurer (or a nominated deputy, agreed and recorded at the most recent Annual General Meeting) may make online or internet transactions for the Association.
- 10.8.2** Unique online or internet transaction passwords and identifiers shall be securely stored and accessible by authorised current Committee members, who shall be determined within the Committee from time to time. Unique passwords and identifiers must change at least once per calendar year, and as soon as practicable when a new Treasurer and/or nominated deputy takes office.
- 10.8.3** An unadulterated record of each such online or internet financial transaction must be retained in the Association's bank statements, and available to those carrying out the Association's Audit functions. Each such copy must show the purpose and amount of each transaction, why it has been incurred, and EITHER the sort code and account detail of the originator OR the transaction's operator identity and unique reference.
- 10.8.4** Where an internet or online transaction is made via a facility known to be beyond UK jurisdiction, a recorded prior agreement

must be obtained from another Committee member, except in the case of receipt of subscription from overseas Association members, and a record of that agreement to be retained for that accounting year. Such agreement shall not be unreasonably with-held.

**10.8.5** Payment to self, such as expenses reimbursement, online or via the internet may occur. In such cases, payment shall have the recorded written agreement of another Committee member. Such agreement shall not be unreasonably with-held.

**10.9** Expenditure up to £250 may be authorised by a single signature when a second signature cannot be supplied in a reasonable timescale, subject to advising other Committee members and the Treasurer within 5 working days.

**10.10** All income/expenditure shall be recorded by the Treasurer, who will be accountable to the Association to ensure funds are used effectively to maintain the Association's overall solvency.

**10.11** Official accounts shall be maintained, and will be examined annually by a qualified independent accountant or examiner who is not a member of the Association.

**10.12** An annual financial report shall be presented at the AGM for acceptance by those present, in line with voting practices described above.

## **11 Constitution alteration**

**11.1** Any changes to this Constitution must be agreed by a majority vote at a notified members' meeting.

**11.2** Proposed amendments to this Constitution or dissolution of the Association must be conveyed to the Secretary formally in writing.

**11.3** The Secretary and other Officers shall decide on the most timely means to consult members on these matters, by Annual or Special General Meeting, giving members at least four weeks (28 days) notice.

**11.4** Breach of Constitution – if no acceptable explanation for any breach(es) is made to the Committee and Officers, each member concerned shall be deemed removed from the Association without undue delay and shall be obliged to return all Association assets and resources in a timely fashion without detriment to the Association.

## **12 Data Protection Acts**

**12.1** The Association is a mutual body and is not required to formally register. It is aware of responsibilities incurred from possessing and using personal data and undertakes to comply with the spirit of relevant legislation.

## **13 Force majeure and unforeseen events**

**13.1** A governing document cannot cover every circumstance. The Committee and Officers shall have reasonable powers to address matters not allowed for in this Constitution.

**13.2** If such circumstances arise, the Committee and Officers shall address the matter(s) to the best of their abilities, including if appropriate to obtain relevant qualified advice, and to report to members on such matters in a timely and comprehensive fashion.

**13.3** At the first suitable opportunity, the Association's Constitution shall be amended to reflect the unforeseen circumstance and the Association's means to manage any future relevant occurrence.

## **14 Dissolution of the Association**

**14.1** The Association may be dissolved if a proposition to that effect is debated at a notified meeting solely for that purpose, and approved by the votes of not less than two-thirds of the members present, which shall include any valid proxy votes.

**14.2** Any assets or remaining funds after debts have been paid shall be transferred to appropriate charities or similar groups at the discretion of the Committee.

This amended Constitution was adopted at an AGM / SGM held at *[place]*

on *[date]*,

and signed by the Chairman

*[signature space]*.