



BWPA RULES

AS ADOPTED (AGM) 03 December 2023 - These Rules supersede all previous issues of BWPA Rules. The Articles of Association take precedence over these Rules and, where appropriate for clarity and continuity, cross-reference to the BWPA's Articles of Association is made in parenthesis []

The name of the Association (hereinafter called "the Association") is The British Women Pilots' Association, abbreviated to BWPA and it is registered at Companies' House as The British Women Pilots' Association Limited (No: 10797602).

1. AIMS AND OBJECTIVES OF THE BWPA

- 1.1.** The promotion of the training and employment of women in aviation and the promotion of practical schemes to assist women to gain air licences; including raising awareness of opportunities for females of all ages.
- 1.2.** To act as advisers to women regarding the training required and the openings available in aviation; and
- 1.3.** To promote and encourage collaboration between members of the Association and to enable women in aviation to meet and exchange knowledge of mutual interest and to communicate views from the Association.

2. MEMBERSHIP

Members of the Association can be Full Members, Associate Members, Family Members, Youth Family Members and Honorary Members.

- 2.1. Full Members:** only women pilots who hold or have held:
 - 2.1.1. a Pilots' Licence or its equivalent in other countries or in the Armed Forces
 - 2.1.2. a Bronze Badge for Gliding, or its international equivalent
 - 2.1.3. a British Hang Gliding or para gliding/motoring pilot qualification or its international equivalent
 - 2.1.4. other appropriate aircrew licences/qualifications such as ballooning.
- 2.2. Associate Members:**
 - 2.2.1. Women training for the licences and certificates referred to in Rule 2.1.
 - 2.2.2. Anyone interested in furthering the aims of the Association and committed to the Association's Objectives.

2.3. Family Members: Both full and Associate Members may take out Family Membership to cover their parents, partners and children aged 16 or under. All contact for a Family Membership will be through one address.

2.4. Youth Family Members: Young people aged up to/including 16 years on payment of 50% of the relevant subscription, Full or Associate, with an appropriate named adult in the same household as the named member.

2.5. Honorary Membership: Anyone may be granted free Honorary Membership on invitation by the committee.

3. BWPA SUBSCRIPTIONS AND RENEWALS. All BWPA Members, other than Honorary Members, pay a subscription to support the aims and work of the BWPA, as well as receiving information and accessing the overall Association benefits.

3.1. Membership Subscription. The Membership Subscription is agreed by the Membership annually at the AGM, based on the recommendation of the Committee. Any changes to the annual subscription take effect from the start of the BWPA's following financial year: 01 May – annually.

3.2. Joining the BWPA. Any woman may apply for Full, Associate or Concessionary Membership as appropriate. Any man may apply for Associate Membership. All applications shall be on the form agreed by the Committee and the applicant must provide enough information to determine their eligibility, together with an undertaking that the applicant will comply with the Rules of the Association.

3.2.1. Concessionary (paying 50%) - Youth Members (ie: aged 16 + years and under 18 years) must apply agreed by an adult guardian, who would routinely be copied into financial communications and supply a contact for that purpose. Membership for those younger than 16 years should be through a Family Membership

3.2.2. Senior Concessionary Membership (also 50%) is applicable for those aged 80 years and above, on application.

3.3. Membership Renewal. From 1 April 2019 the BWPA introduced anniversary renewal of Memberships, in preference to a fixed renewal date. A Member's renewal date will be 1-year after their date of joining. A Member has 3 months in which to renew, after which their details are removed.

Full Members cannot vote at General Meetings whilst their subscription renewal remains due and unpaid.

3.4. Membership and Data Protection. The Association will only collect and retain information necessary for contacting the member, running the Association, and achieving its objectives. All Members may request a copy of records held for them and its correction or deletion of or some or all details. Deletion of essential information could lead to suspension of Membership.

3.4.1. Membership data can only be released through the Committee, for BWPA Membership purposes and then only in accordance with Data Protection advice.

3.4.2. The Membership List must not / will not be used for gain or reward or for any commercial purposes.

3.5. Members' Rights and Responsibilities:

3.5.1. All Members must notify the Association, of any changes in their contact details or eligibility criteria for their class of membership. Ideally this is through their on-line membership account on the BWPA website, the BWPA's membership@bwpa.co.uk email link or by post to the BWPA's office address.

3.5.2. The Association will provide its Members with access to a copy of these Rules and other membership information, through the website, when they join. The annexes may also be supplied to any Member on request to the Secretary.

3.5.3. Activities to the Detriment of the BWPA. If any Member engages in any activities which are considered by the Committee to be prejudicial to the interests of the Association, the Committee may request the resignation of that Member.

3.5.4. Full Members cannot vote at General Meetings whilst their subscription renewal remains due and unpaid.

3.5.5. Resignation. Any member wishing to resign shall do so in writing (email will count) to the Member Secretary (at membership@bwpa.co.uk) [See Articles]

3.6. Membership / Shareholder Status. Members (over 18 years of age) are individually liable for a maximum of £1 in event of a claim on the Association. [Articles]

4. GENERAL MEETINGS

General Meetings enable Members to take part in the running of their Association. No business may be conducted at a General Meeting without a minimum of twelve Full Members (a quorum) present at the scheduled start time of the General Meeting or within 30 minutes of that time. Associate Members may attend, but only Full Members can vote. There are two types of General Meeting.

4.1. Annual General Meeting (AGM): An AGM must be held in every calendar year at a time and place decided by the Committee and not more than fifteen months after the last preceding AGM. Members are notified in writing at the email (or postal) address so that they have been given at least 21 days in advance of an AGM.

4.1.1 If the Committee considers that meeting in person is not possible for any reason, the meeting will be conducted entirely online via a video and audio videoconferencing platform. Any voting required may be conducted using the online polling function, as per the process stipulated by the platform in use at that time.

4.1.2 The Committee may also decide that the AGM will be held with both an in-person and online presence. In this case, the Secretary will organise for the AGM to have appropriate IT in place to allow this and will establish a means to allow both in person and online voting.

4.1.3 In either of these cases the meeting is to be recorded and the recording kept until the next AGM, in case of any query.

4.2. Extraordinary General Meeting (EGM): All General Meetings other than AGMs, are Extraordinary General Meetings. Members will be given at least 14 days' notice of any EGM. They cover one topic only and are called either by:

4.2.1. The Committee may call an EGM if they consider a matter cannot wait until the AGM, or

4.2.2. Formal request by 5% of the Full Members to discuss a specific notified topic.

5. THE COMMITTEE

The Committee is responsible for the general organisation, running and management of the Association. The Committee consists of:

5.1. The Honorary Officers, who are: Chairwoman, Vice-Chairwoman, Treasurer and Secretary. These Honorary Officers are also Directors of the incorporated Association.

5.2. Ordinary Committee Members – Voting Members of the Committee, who will be not be more than ten or less than three Full Members.

5.3. Up to two associate members may, at the discretion of the Committee, stand for election to the Committee, (the position to include full voting rights and eligibility to serve as an Honorary Officer for the duration of their service).

5.4. The office of a member of the Committee shall be vacated when:

5.4.1. The Committee Member's Subscription is not paid by or on the due date

5.4.2. In the case of a Member of the Committee who is required to handle Association money belonging to the Association, a receiving order is made against her or she makes any arrangement with her creditors.

5.4.3. A Member is diagnosed to be suffering from a psychiatric disorder rendering her incapable of carrying out her duties.

5.4.4. A Committee Member gives notice in writing to resign her office.

5.5. Removal. The Association may, by Ordinary Resolution, remove any member of the Committee before the scheduled end of her term of office and may, by Ordinary Resolution, appoint another member in her stead. The replacement person shall retain her office for as long to replace the member in whose place she is appointed, had she not been removed and standing down on the same date.

5.6. The Chairwoman is nominated from amongst already serving Members of the Committee.

5.7. Terms of Office of Officer and Ordinary Committee Members. The Association may in General Meeting decide the terms of office for its Honorary Officers and Ordinary Members of the Committee.

5.7.1. The Honorary Officers and Ordinary Committee Members shall normally hold office for one year and be eligible for re-election for a further year up to a total of six consecutive years.

5.7.2. Ordinary Committee members who have completed six consecutive years stand down and are only eligible for re-election after one year.

5.7.3. Previous years of service on the Committee for the Chairwoman, who must be a Committee Member, and the Honorary Officers, will be disregarded.

5.8. Confirmation of the Committee. Honorary Officers and the Ordinary Members of the Committee shall be elected at the Annual General Meeting in every year. Proxy votes are permitted to vote for Committee Members. BWPA members may join the Committee during the year through the process in Annex A, paragraphs 2.3 to 2.7.

6. **BWPA FINANCE AND ACCOUNTS.** The BWPA's Committee is responsible for keeping of proper books of accounts for the Association and reporting to the Membership sufficiently to permit decisions.

6.1. Accounts submitted to the Membership include:

6.1.1. All sums of money received and expended and the matters in respect of which such receipts and expenditure took place.

6.1.2. All sales and purchases of goods and services

6.1.3. The assets and liabilities of the Association.

6.1.4. Projected income and expenditure.

6.2. At the BWPA AGM the Committee will provide an Income and Expenditure Account for the period since the preceding account, made up to a date not more than nine months before the AGM. Every such account shall be accompanied by a report of the Committee and a report of the independent examiner. It should be available to the Membership no less than twenty-one clear days before the date of the AGM. The Examiner's report shall be open to inspection and is to be available for reading by Association Members before the meeting.

7. BWPA CORRESPONDENCE AND HEADED NOTEPAPER.

The BWPA conducts its formal business using appropriately headed stationery, whether electronically or in hard copy. Committee Members are to ensure that formal external communications include agreed headers and footers, using official email addresses and the BWPA's established office address at White Waltham. The BWPA's branding should not be used in any circumstance by any Member on non-BWPA business. In case of doubt the matter should be referred to the Chairwoman or Secretary.

7.1. Publication of minutes: Minutes of AGMs and EGMs marked 'Draft' or 'Approved' will be available to the Membership on the Association website Members area.

8. WINDING UP OR DISSOLUTION.

This is covered in the Articles of Association [4]

9. REVIEW OF RULES.

These Rules are subject to review and agreement annually at each AGM.

BWPA RULES ANNEX A – ORDINARY COMMITTEE MEMBER

BWPA Officers and Committee members are elected representatives of the BWPA Membership and take office from the close of the Annual General Meeting at which they are elected.

The Officers and Committee members are required to perform their committee role in accordance with policies and procedures outlined in the BWPA's Articles of Association and its Rules that apply to them.

1. Key responsibilities of all BWPA Officers and Committee members:

- 1.1. Be fully conversant and adhere to the BWPA's Articles of Association and the Rules as well as keeping up to date with AGM and Committee decisions.
- 1.2. Ensure that the BWPA Committee prepares annual reports on what it has achieved and Annual Returns and accounts as required by the BWPA Rules and its Articles of Association.
- 1.3. Act with integrity and avoid any personal conflict of interest or misuse of BWPA funds or assets and not receive any payments out of the BWPA's funds other than reasonable and necessary out-of-pocket expenses, such as the cost of travel to attend meetings.
- 1.4. Ensure that the BWPA's funds are spent or earmarked for the purposes for which they were raised and should avoid undertaking activities that might place the BWPA's funds, assets and reputation at undue risk.

2. ORDINARY COMMITTEE AND OFFICERS.

All Committee Members (that include Officers) occupy a key place in the management of the BWPA. The Committee needs to be large enough to assure efficient working by fair distribution of work, whilst not being so large that it is too expensive to fairly reimburse its Members' legitimate expenses. The Committee's overall composition is voted on at the AGM, and the schedule of Committee Meetings will be agreed at the first Committee Meeting after the AGM.

- 2.1. The BWPA's Officers are:
 - 2.1.1.1. Chairwoman
 - 2.1.1.2. Vice Chairwoman (when appointed)
 - 2.1.1.3. Treasurer
 - 2.1.1.4. Secretary

The Officers are also Directors of the BWPA Ltd under the Articles of Association and hold separate occasional Directors' Meetings.

- 2.2. Ordinary Committee Members are voting Members who join the Committee in accordance with the process set out in paragraphs 2.3 to 2.7, and are confirmed at an AGM. Ordinary Committee Members are taken to stand-down before each AGM and then stand for re-election if willing for up to a total of 6 years on committee. (The Chairwoman is nominated from amongst the Ordinary Committee Members.)

Joining the Committee as an Ordinary Committee Member

- 2.3. The Committee recognises the need to be agile to new Ordinary Committee members joining at any point during the year. The process for joining the BWPA Committee should also be transparent.

- 2.4. To apply to join the BWPA Committee, a member should express interest by completing an online application form, hosted in the members' area of the BWPA website. As part of completing this application form, the applicant should seek a nomination from an

existing on or off Committee member to support their application. Applicants should ideally attend at least one Committee meeting ahead of applying to join the Committee.

2.5. Applications to join the Committee will be considered and voted on at each Committee meeting as part of the Secretary's report. Applicants will be invited to attend the Committee meeting where their application is considered if they wish to introduce themselves in support of their application.

2.6. If voted positively to join the Committee, new Ordinary Committee members will be co-opted onto the Committee at that meeting. The BWPA membership will be notified of new Committee members and, subject to any comments which may be sent to the Secretary, will formally be on Committee from the following meeting.

2.7. The vote on the overall composition of the Committee will be retained to allow members to have a further opportunity to provide feedback to the Committee, as set out in paragraph 5.8.

2.8. There are certain roles that should be carried out by Ordinary Committee members, based on being key to achieving the BWPA's aims and strategic objectives. Priority for these roles will be given to Committee members. These roles include:

- Membership Coordinator
- Scholarships Coordinator
- Events Coordinator
- Communications Lead

2.9. Individually a Committee Member is to be ever vigilant that she always serves the interests of the BWPA. This includes responsibilities such as:

2.9.1. Promotion of the BWPA including recruiting and retaining Members.

Attendance at Committee Meetings or reporting to the meeting if absent.

Provision of information to the rest of the Committee as required

2.9.2. Assist in the work of BWPA sub-Committees.

- 2.9.3. Assist in assuring Committee succession and its representation of BWPA's Members.

3. RETIREMENT, RESIGNATION OR DISMISSAL OF BWPA COMMITTEE MEMBERS.

The BWPA recognises that there are certain circumstances when the relationship between the Committee member and the Association must come to an end. The following circumstances ends the role of a BWPA Committee Member on:

- 3.1. Written notice of resignation (or she may simply decide not to stand for re-election at the next AGM); a Committee Member is deemed to have resigned having failed to attend for three meetings without providing apologies/explanation;
- 3.2. Failure to renew her BWPA Membership;
- 3.3. Becoming bankrupt or insolvent (to be reviewed if not handling money);
- 3.4. Becoming incapable for medical reasons of fulfilling her defined duties on Committee
- 3.5. Being directly or indirectly interested in any contract linked to BWPA activities and failing to declare that interest.

The Chairwoman reserves the right to ask an Ordinary Committee member to relinquish her office if she has an evident conflict with the BWPA's values and objectives, or where there is failure to accept a majority decision of the BWPA Committee.

4. OFF-COMMITTEE MEMBERS

Theoretically numbers of Off-committee Members are not limited, and accordingly Off-committee members do not have to stand down after 6 years, whilst they are fulfilling a defined BWPA role notified at the AGM. Regional Representatives are automatically Off-committee Members. Off-Committee members attend when necessary to report on their role, if asked to attend a specific Committee meeting or when activity defines the need.

- 4.1. Those serving on committee are to be aware of how Off-committee Members are tasked, especially through the minutes. Anyone not present and able to provide detail at meetings and should not be tasked; accordingly, an Ordinary Committee Member could well be tasked to complete the Committee decisions because they are present. Off-committee Members may attend Committee Meetings any time they wish, although as a Committee cost matter, in such a case they would not normally be expected to claim expenses, unless asked to attend.

5. COMMITTEE MEETINGS

The Committee meets to despatch the business of the Association and is only authorised if it is quorate, ie: at least four ordinary committee members/officers. If a meeting is inquorate it is still possible to conduct business, but subject to ratification, at the next quorate meeting (or agreed on-line by email, if urgent, and still recorded at the next meeting).

- 5.1. Committee meetings will be conducted in accordance with accepted governance practice under and through the control of the Chairwoman and the proceedings of all meetings will be recorded in writing.

- 5.2. Officers and Ordinary Committee Members are expected to attend all Committee Meetings and provide their apologies if not attending.

- 5.2.1. An Ordinary Committee Member will be deemed to have resigned from the committee if not attending for two properly called Committee Meetings without apology- decision made at the third meeting missed.

5.2.2. Similarly, Off-Committee Members and BWPA Members need to indicate that they wish to attend committee meetings.

5.3. The Committee's overall composition is voted on at the BWPA's AGM, Ordinary Members and Chairwoman, and the schedule of Committee Meetings will be agreed at the first Committee Meeting after the AGM, all to assure best running of the Association.

5.3.1. With the above in mind, all meetings will run to the pre-meeting schedule of:

5.3.1.1. At least 3 weeks before the scheduled meeting: A calling notice and request for agenda items and reports to be sent by Hon Sec; reports, agenda items are requested for a week before the meeting – date defined, but adjusted if time permits, to assure best use of the Committee time.

5.3.1.2. Final agenda and reports will be sent to Committee, and those attending as appropriate, providing 3 full days for review by the Committee, whether or not attending individually.

5.3.1.3. The Chairwoman reviews the circulated Agenda and adds any essential items, thereby closing the Agenda, in-meeting. This permits proper sequential consideration of items for the agenda, short notice elements of which be added to extant items.

Emergency committee meetings are at a minimum 14 days' notice, unless a shorter period is agreed.

6. MEETING MINUTES (Recording Decisions); See the Honorary Secretary's Job Description.

6.1. The Secretary will take minutes for all meetings (General or Committee) at which she is present. When the Secretary is not available, or for sub-committees/working groups, the Committee Chairwoman will appoint a secretary for that meeting, or the working group, if different, responsible for reporting the meetings and decisions made.

6.1.1. Meeting minutes remain "Draft" until agreed at the next equivalent meeting. They are actioned in the interim and any required changes are minuted at the next meeting, with any corrective action recorded.

6.2. Whilst allowing for the volunteer status of the BWPA Committee, the (Honorary) Secretary should endeavour to release the meeting minutes as soon as possible and ideally within two weeks of the meeting, having checked them through the Chairwoman. Sub-committee meeting minutes require authorisation and release by the Committee, especially where any BWPA expenditure is required.

6.3. The proceedings of a committee may only be audio recorded / digitally if agreed by those attending, with a minute to define the use and proposed disposal of the audio record. Routinely the audio record is deleted after the minutes are agreed, if there is no dispute.

7. SUB-COMMITTEES AND WORKING GROUPS.

Formally established Working Groups or Sub-Committees are to arrange events or progress a project. The Committee has standing sub-committees for:

7.1. Awards: routinely ex officio BWPA Chairwoman; Vice Chairwoman and previous Chairwoman. (But to be agreed in Committee if varied.)

7.2. Scholarships: (now decoupled from Awards) Chairwoman and Vice Chairwoman plus others as required to complete the task.

The BWPA's working groups are under the authority of the BWPA's Committee. Establishment of the working group must be agreed in Committee and minuted as such with its general scope, nominated chairwoman and with any permitted financial limits. Make up and frequency of the

working group meetings is usually left to the group's chairwoman and they report back to the next main BWPA Committee Meeting after meetings or activity off-committee. The BWPA Committee is responsible for underwriting bookings or any other commitments made by the Working Group before they are made, although defined limited spends might be pre-authorized when tasking the working group.

8. BWPA REPRESENTATION

The BWPA is linked with other aviation groups and associations to increase benefits for the BWPA's Membership and to increase its outreach in accordance with its objectives. Such links and their level are agreed through the Committee and recorded in the Minutes as they affect the BWPA. Committee representatives will report to the Committee as appropriate. When the BWPA is approached for its input whether or not linked directly with its objectives, it must be referred to the Chairwoman at the very least, to agree a line to take, in case there is a conflict of interest or double representation.

9. EXPENSES

The Committee may authorise reasonable out of pocket expenses incurred by any Member on the BWPA's business, using the agreed expenses claim form. Ideally if the Member does not wish to claim expenses, she (or he) is asked to submit a form anyway and indicate that they wish to donate the costs incurred. As a routine, payments are agreed through the Treasurer with one further Officer, to the limits defined in the Treasurer's terms of reference.

Authenticated -

Signed:

Name: Sharon Nicholson
Chairwoman BWPA



Dated: December 2023