

The Arnhem 1944 Fellowship

Constitution

1 Name

The charity's name is The Arnhem 1944 Fellowship ("the Fellowship").

2 Purposes

The Fellowship's purposes are:

- (1) To educate the public about the Battle of Arnhem ("the Battle") and in particular acts of courage and selflessness which forged a unique bond of affection and respect between the people of Gelderland and Allied Military Forces.
- (2) To promote good citizenship by commemorating the sacrifices of the people of Gelderland, and Allied Military Forces¹ during the Battle.
- (3) To advance the education of the public of the United Kingdom about Gelderland, its people and culture, its history literature and language, institutions (including the Airborne Museum Oosterbeek and the Airborne Commemoration Foundation), and folklore. To educate similarly the people of Gelderland about the United Kingdom.

3 Trustees

The charity shall be managed by a committee of up to 10 trustees comprising of:

- (1) 1 or more elected trustees appointed at the Annual General Meeting (AGM) of the charity. The elected trustee(s) shall retire at the next AGM but may stand for re-election.
- (2) Up to 9 co-opted trustees appointed by resolution of the trustees for a term of office not exceeding 3 years. Co-opted trustees may be reappointed.

4 Trustee Powers

In order to carry out the charitable purposes, the trustees have the power to:

- (1) Raise funds, receive grants and donations.
- (2) Set and vary the membership fees.
- (3) Apply funds to carry out the work of the charity including payment for goods and services and the employment of staff.
- (4) Co-operate with and support other charities, institutions and associations with similar purposes, in particular those which promote and support the annual Arnhem commemorations and reunions.
- (5) To establish branches.
- (6) Do anything which is lawful and necessary to achieve the purposes.

5 Membership

¹ *Allied Military Forces means British 1st Airborne Division, units under its command, and all other Allied ground and air units which helped to sustain and support 1st Airborne Division's military operations in the Arnhem area during Operation Market Garden and its subsequent withdrawal.*

- (1) The charity shall have a membership. Any person aged 18 or over may apply to the trustees to become a member.
- (2) Membership of the "Fellowship" shall be open to civilian and military veterans of the Battle and their descendants and to all people who support the work of the charity.
- (3) Once accepted by the trustees, and subject to clause 5(5) the following types of membership are available:
 - i. Annual membership to run from 1 January to 31 December (renewable)
 - ii. Life membership
 - iii. Honorary life membership - offered to present members of the Arnhem Veterans Club (AVC) and such other individuals as the trustees shall from time to time decide.
- (4) The trustees may offer preferential membership terms to civilian and military veterans of the Battle².
- (5) The trustees shall keep an up-to-date membership list.
- (6) The trustees may remove a person's membership if they believe it is in the best interests of the charity. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.

6 Annual General Meeting

- (1) The first AGM must be held within 16 months of the charity's formation and every year thereafter, with 30 days notice given to all members telling them the location, date, agenda, candidates standing for trustee elections and the receipt deadline for electronic votes.
- (2) The AGM shall normally be held in Gelderland between 15 September and 21 September each year.
- (3) There must be at least 5% of members (excluding honorary members) at the time present at the AGM.
- (4) Every member has one vote. Members who are unable to attend the AGM may cast their votes by electronic means as notified by the Secretary. Except as provided in Clause 9 resolutions will be passed by simple majority.
- (5) The trustees shall present the annual report and accounts.
- (6) Any member may stand for election as a trustee. They must notify the trustees of their intention to stand for the coming year before the 30 June.

7 Trustee Meetings

- (1) At their first meeting after the AGM the trustees will elect a chair, vice chair, treasurer and secretary. Trustees may act by majority decision.
- (2) At least 3 trustees must be present at meetings to be able to take decisions. Minutes shall be kept for every meeting.

² *Military veterans of the Battle means veterans of British 1st Airborne Division and units under its command who participated in military operations in the Arnhem area during Operation Market Garden and veterans who were serving with any Allied ground and air unit which helped to sustain and support 1st Airborne Division's operations and subsequent withdrawal.*

- (3) Trustee meetings may be held by telephone or video conference call.
- (4) Trustees must hold at least 1 face to face meeting each year.
- (5) Matters requiring a decision out of meeting may be proposed as a written resolution by the Chair or any two trustees. The Secretary shall send a copy of the written resolution by post or e-mail to every trustee and must specify the date by which a decision is to be returned. A written resolution shall be passed as if it were a decision taken in meeting if at least three quarters of the trustees signify their consent in writing, either by post or e-mail, by the due date. A trustee's agreement to a written resolution, once signified, can not be revoked. Any duly adopted written resolution shall be recorded in the minutes of the following trustee meeting.
- (6) If trustees have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- (7) During the year, the trustees may appoint up to 2 additional trustees, provided that it does not exceed the permitted maximum. They will stand down at the next AGM.
- (8) The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

8 Money and Property

- (1) Money and property must only be used for the charity's purposes.
- (2) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- (3) Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.
- (4) Money must be held in the charity's bank account. All cheques must be signed by 2 trustees.

9 General Meetings

If the Trustees consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting so that the membership can make the decision. Trustees must also call a General Meeting if they receive a written request from 10% of members. All members must be given 30 days notice and told the reason for the meeting. All decisions for winding up or changes to the constitution require a two thirds majority. Minutes must be kept.

- (1) **Winding up** - any money or property remaining after payment of debts must be given to a charity with similar purposes to this one.
- (2) **Changes to the Constitution** - can be made at AGMs or General Meetings. No change can be made that would make the organisation no longer a charity.
- (3) **General Meeting** - called on written request from 10% of members.
- (4) Trustees may also call a General Meeting to consult the membership.
- (5) All notices to members will be issued by electronic means via email. A member who does not register a current email address with the charity shall not be entitled to receive notice from the charity.

10 Setting up the Charity

The original constitution was adopted on 5 June 2010 by Sir James Cleminson, Major Tony Hibbert, Brigadier Mike Dauncey, Colonel John Waddy, Lt Col Banks Middleton and Harvey Grenville who were the first members of the charity and initial trustees. The constitution was subsequently amended after acceptance of the circulated changes by agreement at the September 2011 AGM.