



THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL
BAFF (2006) LIMITED
trading as
BRITISH ARMED FORCES FEDERATION

INTRODUCTION

The British Armed Forces Federation was incorporated on 30th October 2006 as BAFF (2006) Ltd, a Company Limited by Guarantee. The Federation's Constitution therefore consists of the statutory Company documents, comprising the Memorandum of Association and Articles of Association.

This is the original version of the Constitution as at the date of incorporation. In the event of any changes being adopted at any subsequent General Meeting, the revised version will be available to members on the Federation's website.

This introduction and the Table of Contents and the paragraph headings in the Memorandum of Association are provided for guidance, and do not form part of the Company's statutory documents.

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MEMORANDUM OF ASSOCIATION

NAME

1. The name of the Company is "BAFF (2006) LIMITED" (hereinafter known as "the Federation").

REGISTERED OFFICE

2. The registered office of the Federation will be situated at 11A Church Street, Melksham, Wiltshire SN12 6LS, or such other place as may be determined by the Executive Council from time to time.

OBJECTS

3. The Federation's objects shall be, so far as may be lawful:
 - (a) To represent, promote and protect the professional, welfare, and other legitimate interests of all members of the Federation in their capacity as serving or retired personnel of the armed forces of the United Kingdom.
 - (b) To recruit persons who are eligible for membership of the Federation irrespective of rank, age, gender, sexual orientation, ethnic or national origin, creed or disability, so long as they are serving or have served as members of Her Majesty's United Kingdom naval, military or air forces ("HM Forces").
 - (c) To work to improve members' employment and working conditions, pension arrangements, and their treatment by the Ministry of Defence or by any other department, agency or public or private body or organisation in relation to any matter reasonably connected with members' past or present service in HM Forces.
 - (d) To promote the professional and personal development and economic and social well being of members.
 - (e) To make benefits and services available to its members and their families and dependants of such nature and on such terms as the Executive Council may from time to time determine.

- (f) To raise moneys by way of subscriptions, levies or otherwise accept gifts.
- (g) To educate and inform the media and the general public about the role and responsibilities of HM Forces, and thereby improve the standing of present and past members of HM Forces within the community.
- (h) To carry out education, training and the provision of information for the professional benefit and improvement of armed services personnel especially in areas of study which are not solely or specifically military in nature, and thereby improve professional standards and the contribution made by personnel to operational efficiency.
- (i) To publish books, journals, articles and other material in any format including the electronic media.
- (j) To co-operate or liaise with or affiliate to such other appropriate organisations as the Executive Council may from time to time decide.
- (k) To seek parliamentary or other legal acknowledgement of the rights and status of the Federation, to promote any legislative change that establishes machinery under which the Federation is party to negotiation and/ or consultation regarding members' employment and working conditions and pension arrangements, and to defend and advance the rights and status of the Federation, and any established machinery, in such manner as may be considered necessary by the Executive Council in the interests of armed service personnel.
- (l) To invest and deal with the moneys of the Federation not immediately required in such manner as the Executive Council may from time to time determine.
- (m) To take any such action as necessary to register and protect the names of the Federation, trade marks, designs, website domain names and website material and to take any such action as may be necessary against any party pretending connection with the Federation or passing off any of its names, trade marks, designs or website material as their own.
- (n) To undertake and execute any trusts which may seem to the Federation conducive to any of its objects.
- (o) To acquire by purchase, taking on lease or otherwise, lands and buildings and all other property, real and personal, which the Executive Council may think necessary or convenient for the promotion of the objects of the Federation, and to sell, improve, manage, develop, exchange, lease, mortgage, surrender, turn to account, dispose of, or otherwise deal with, the property of the Federation, or any part thereof, as may be deemed expedient with a view to the promotion of its objects and to erect, alter and maintain any building for the purposes of the Federation.
- (p) To borrow, raise or secure the payment of money in such manner as the Executive Council shall think fit, and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes, or other obligations or securities of the Federation charged upon all or any of the Federation's property (both present and future), and to purchase, redeem or pay off any such securities.

- (q) To take over the whole or any part of the assets and liabilities or to amalgamate with any other body having objects similar to those of the Federation and, in case of amalgamation only, which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof.
- (r) To establish and support or aid in the establishment and support of any charitable body and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Federation.
- (s) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

NOT FOR PROFIT

4. The income and property of the Federation, whencesoever derived, shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit, to the members of the Federation.

EXPRESS RESTRICTIONS

5. For the avoidance of doubt, the Federation shall pursue its objects and exercise its powers subject always to the following express restrictions, in addition to all relevant provisions of service or general law:

Industrial action, insubordination, disobedience, etc specifically prohibited

- (a) The Federation shall not condone, encourage or take part in any form of industrial action by its members or insubordination by any

members towards their superiors in the chain of command, and shall not commit or procure the commission by any person of any service offence, including mutiny, failure to suppress mutiny, misconduct towards a superior officer, disobedience of lawful commands, or conduct prejudicial to good order and discipline.

No party-political affiliation or funding

- (b) The Federation shall not affiliate to or provide funding to or accept funding from any political party or political candidate, though this shall not preclude the Federation from campaigning on or raising matters of relevance to its members with Members of Parliament or the House of Lords, including during election periods.

No questioning of strategic or operational decisions

- (c) The Federation shall not comment upon or otherwise question strategic or operational decisions.

REASONABLE REMUNERATION PERMITTED

6. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Federation, or to any member of the Federation in return for any services actually rendered to the Federation, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Federation; but so that, save the Chief Executive, no member of the Executive Council of the Federation shall be appointed to any salaried office of the Federation or any office of the Federation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of such Executive Council, except repayment of out-of-pocket expenses incurred on Federation business not exceeding the rates authorised by the Executive Council of the Federation and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the

Federation and fees at the usual rates but not exceeding ten pounds for writing articles in the Federation's journal.

MEMBERS' LIABILITY, ETC

- 7. The liability of members is limited.
- 8. Every member of the Federation undertakes to contribute to the assets of the Federation, in the event of the same being wound up while s/he is a member or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Federation contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding one pound (£1).
- 9. If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

ACCOUNTS

- 10. True accounts shall be kept of the sums of money received and expended by the Federation, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Federation; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Federation for the time being,

such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Federation shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

- 11. WE the several persons whose names and addresses are subscribed, are desirous of being formed into a Federation in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DATED this 25th day of October, 2006

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ARTICLES OF ASSOCIATION

PRELIMINARY [DEFINITIONS]

1. In these Articles where the context so admits:
 - (a) "The Federation" means BAFF (2006) LIMITED trading as "British Armed Forces Federation".
 - (b) "The Executive Council" means the Executive Council for the time being of the Federation.
 - (c) "a member of the Executive Council" includes unless the context otherwise requires, the directors of the Federation
 - (d) "Member" means a Member of the Federation.
 - (e) "Founder Member" means a person who becomes a member of the Federation before the date of the inaugural General Meeting,
 - (f) "Month" means a calendar month.
 - (g) Words importing the masculine gender include the feminine gender.
 - (h) Words indicating the singular number include the plural number and vice versa.
 - (i) "In writing" means written or printed or partly written or partly printed.
 - (j) "The transitional period" Means the period to the end of the Inaugural National General Meeting.

And words or expressions defined in the Companies Act 1985, shall have the same meanings in these Articles.

2. The membership of the Federation is unlimited.
3. The Federation is established for the purposes expressed in its Memorandum of Association.

GRADES OF MEMBERSHIP

4. The members of the Federation shall consist of two grades:- Active Members and Veteran Members.
5. The persons who shall become Members pursuant to the provisions hereinafter contained shall be the Members of the Federation.

ACTIVE MEMBERS

6. A person shall be eligible for admission to membership of the Federation as an Active Member if:
 - (a) He is serving in the Armed Forces of the United Kingdom and
 - (b) He shall have paid or shall have agreed to pay such fees as may be due from him.
7. A person shall be treated as serving in the Armed Forces, for the purposes of the above Article, if either a member of the regular armed forces, or a member of the reserve forces as defined under the Reserve Forces Act 1996.
8. Active members may be allocated to different categories of active membership by the Executive Council, which such categories may be determined by reference to whether or not the member is serving full or part time, a member of the regular or reserve forces (including the ex-regular and long-term reserves), or by reference to other circumstances as shall be determined by the Executive Council from time to time.

VETERAN MEMBERS

9. Veteran membership shall be available to any person who has served full time or part time in the regular or reserve services of the United Kingdom, and is not subject to recall.
10. Veteran membership shall further be subject to these provisions:
 - (a) A member whose name is entered on the Veteran Members' Register shall upon his name being entered on the Veteran Members' Register cease to be an active member.
 - (b) Veteran members shall be entitled to such rights and privileges as the Executive Council may from time to time by resolution, By-laws, rules or guidance determine or provide.
 - (c) The name of a Veteran Member shall be removed from the Veteran Members' Register in any of the following cases :-
 - (i) If such Veteran Member shall give to the Chief Executive of the Federation, by sending the same through the post in an envelope, sufficiently stamped and addressed to the Chief Executive, at the registered office of the Federation, notice in writing of his desire that his name should be removed from the Veteran Members' Register;
 - (ii) If the Executive Council shall pass a resolution that upon such grounds as shall, in their absolute discretion be deemed sufficient that such Veteran Member's

name be removed from the Veteran Members' Register, provided that before any such resolution is passed the Veteran member to be affected thereby shall be given an opportunity of attending before the meeting of the Executive Council at which it is proposed to pass such resolution and being heard in his defence.

DONATIONS AND FRIENDS

11. Subject to such conditions and safeguards as may be determined by the Executive Council in By-laws from time to time, the Federation may (a) accept donations and (b) confer on a person the designation of Friend of the Federation (or such other description as may be determined by the Executive Council) subject to reporting any such designation to Annual General Meeting next following provided that no Friend, unless otherwise a member of the Federation, will be entitled to any benefits from, or to participate in the affairs of, the Federation.

POWER OF EXECUTIVE COUNCIL TO DETERMINE ADMISSION

12. The Executive Council shall have absolute power and discretion in determining whether or not to admit any applicant to membership, provided the applicant is eligible under these Articles. The decision as to whether to admit shall be made by the Executive Council on receipt of an application form and such proof of eligibility as the Executive Council may from time to time require. The decision of the Executive Council in such matters shall be final. No reasons need be given by the Executive Council for any decision come to upon any application for membership.
13. The Executive Council may at any time, with or without cause shown, require any member to exhibit proof of eligibility to the satisfaction of

the Executive Council irrespective of whether such proof was required or exhibited with the member's original application.

14. No person shall be appointed unless and until he shall have paid the subscription due and signed an application for membership (as the case may be) in such terms as may from time to time be prescribed by the Executive Council.
15. Members of the Federation shall on or before admission to membership of the Federation sign such undertaking or undertakings as may from time to time be prescribed by the Executive Council with regard to their future conduct as members of the Federation and otherwise.

COPIES OF MEMORANDUM AND ARTICLES OF ASSOCIATION AND BY-LAWS

16. Members shall, on payment of such fee as may from time to time be prescribed by the Executive Council, be supplied with a copy of the Memorandum and Articles of Federation and any By-laws of the Federation.

SUBSCRIPTIONS

17. A Member shall pay to the Federation an initial subscription of £30 for the period to 31 October 2007. This initial rate may be increased for new applicants for membership at any time during the transitional period, with or without prior notice, at the discretion of the Executive Council.
18. The annual subscription from 1 November 2007 shall be at such rate or rates, as the Executive Council shall decide, and shall become payable on 1st November on each year thereafter. The amount of the annual subscription may thereafter be altered from time to time by resolution of the Executive Council and confirmed by the Federation in General Meeting, provided that no increase in the annual subscription shall

take effect until so confirmed in General Meeting. The Executive Council may also in their absolute discretion waive payment wholly or in part of annual subscriptions in a case or cases (or category of active members) where they think fit so to do. All subscriptions shall be sent to the Registered Office of the Federation.

19. Different rates of annual subscriptions may be fixed under Article 18 as between active and veteran members and as between different categories of active members.

RIGHTS OF MEMBERSHIP

20. All Members shall have the right to attend the General Meetings and vote thereat, and to take part in the proceedings thereof. They shall be entitled to participate in all the privileges and advantages provided by the Federation for those admitted to membership in accordance with the objects stated in the Memorandum of Association.

CERTIFICATES

21. Every Member on signing the appropriate undertaking and on payment of their first subscription shall be entitled to receive a certificate of membership as a Member, which shall remain the property of the Federation and every such person shall surrender such certificate on ceasing to be a Member. The Executive Council may at its discretion allow any certificate of Founder Membership to be retained as a memento.
22. If any Member shall make use of his certificate in a manner decided by the Executive Council to be detrimental to the interest of the Federation and shall continue so to use his certificate after notification by the Chief Executive of the Executive Council's decision, the Executive Council shall have power to recover the certificate immediately without refunding any portion of any fee that may have been paid by any such Member.

DESIGNATIONS AND RIGHTS OF MEMBERSHIP PERSONAL

23. The rights of membership of the Federation shall be personal to each Member, and shall not be transferable and shall cease upon death.
24. Any person who has for any reason ceased to be a member of the Federation shall not, after the date on which he ceases to be a member describe himself as a Member of the Federation.

RETIREMENT, EXPULSION AND DISQUALIFICATION FROM MEMBERSHIP

25. A Member shall cease from membership of the Federation in any of the following cases:
 - (a) If he shall give to the Chief Executive of the Federation, by sending the same through the post in an envelope, sufficiently stamped and addressed to the Chief Executive, at the registered office of the Federation, a notice in writing of his intention to retire from the Federation, he shall, at the expiration of one month from that date of receipt in the ordinary course of post of the notice, cease from membership of the Federation.
 - (b) If the Executive Council shall pass a resolution upon such grounds as shall, in their absolute discretion, be deemed sufficient, expelling a member from membership of the Federation or terminating his membership provided that before passing any such resolution the person affected thereby shall be given an opportunity of attending before the meeting of the Executive Council at which it is proposed to pass such resolution, and being heard in his defence.

- (c) If his annual subscription shall be six months overdue, and the Executive Council shall pass a resolution that he has ceased from membership.
- (d) If he shall become bankrupt or suspend payment or compound with or make an assignment for the benefit of or a private arrangement with his creditors generally unless the Executive Council shall pass a Resolution that he may continue to be a member of the Federation and on such terms and subject to such restraints as the Executive Council shall deem appropriate.
- (e) Any person who ceases from membership under any of the provisions of this Article shall nevertheless be liable to pay and shall forthwith pay to the Federation all arrears (if any) of subscriptions or any other moneys due from him.

RE-ADMISSION

26. A person ceasing from membership of the Federation under Article 25 (except Article 25(b)) may be re-admitted to membership by the Management Board.

An applicant for re-admission to membership of the Federation shall remit to the Federation a sum equivalent to the total subscriptions which would have been payable in respect of the years that have elapsed since he ceased from membership. The Executive Council may at its discretion remit the whole or part of the amount paid in respect of subscriptions for the period of non-membership.

GENERAL MEETINGS

27. A General Meeting of the Federation shall be held once in each year at such time and place as may be prescribed by the Federation in General Meeting and if no other time or place is prescribed, in the month of

March in every year at such time and place as may be determined by the Executive Council, but so that not more than fifteen months shall elapse between any two such General Meetings. The first Annual General Meeting of the Federation shall be held on a date not before April 2007 and not later than June 2007.

28. The General Meetings referred to in the last preceding Article shall be called Annual General Meetings and shall be specified as such in the notices calling them; all other meetings of the Federation shall be called Extraordinary General Meetings.
29. The Executive Council may call an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitions as provided by Section 368 of the Companies Act, 1985 (as applicable to general meetings).
30. Twenty-one clear days' notice in writing of every General Meeting shall be given to all Members other than those having no registered place of address in the United Kingdom, specifying the place, day and hour of meeting, and in the case of special business the general nature of such business. Every such notice shall be sent in accordance with the provisions governing notices in these Articles. With the consent of all those who are entitled to such notice, a meeting may be convened by a shorter notice and in any manner they think fit.
31. The accidental omission to give any such notice to, or the non-receipt thereof, by any person entitled to such notice shall not invalidate any resolution passed or other business done at any such meeting. Further the omission to post any notice of any meeting required to be posted on the members area of the Federation website, in the event that the website is, for whatever reason unavailable, shall not invalidate any resolution passed or other business done at any such meeting.

PROCEEDINGS AT GENERAL MEETING

32. General Meeting shall be the principal policy-making body of the Federation. When a General Meeting is not sitting the Executive Council shall have discretion to determine the policy of the Federation on any matter. In so determining policy, the Executive Council may seek and take into account the views of members through the members' area on the Federation website or, in cases involving questions of major policy, may hold a ballot of the members (in accordance with By-laws made from time to time by the Executive Council). In the event of a ballot of the members, the Executive Council shall act in accordance with the result of the ballot in determining the policy of the Federation, but, for the avoidance of doubt, no policy determined in accordance with this article shall be legally binding on the Executive Council or any officers of the Federation.
33. The business of an annual General Meeting shall be to receive and consider the accounts and balance sheet, and the reports of the Executive Council and of the Auditors, to elect Members of the Executive Council in the place of those retiring by rotation or otherwise, to appoint and fix the remuneration of the Auditors, and to transact any other business, which under these Articles ought to be transacted at an Annual General Meeting. All other business transacted at an Extraordinary General Meeting shall be deemed special.
34. A Member who wishes to bring before any Annual General Meeting a motion not relating to the general business, shall give notice of such motion to the Chief Executive not less than two months before the date on which the Annual General Meeting is to be held, and no such motion shall come before the meeting if such notice has not been given unless the Executive Council shall otherwise determine. Such Motion may be supported by a statement of not more than 500 words which shall be submitted to the Chief Executive of the Federation at the same time as the member gives notice of such Motion and such

statement shall be sent out to members with the Notice of the Annual General Meeting.

35. The Executive Council may bring before any Annual General Meeting a motion not relating to general business in like manner as a Member under the above Article. The Executive Council may also bring before any Annual General Meeting a motion on a matter of emergency, provided that notice of the same is given to all members as soon as practicable by posting on the members area of the Federation's website.
36. Ten persons who are Members personally present shall be a quorum for a General Meeting for the choice of Chairman, and the adjournment of the meeting. For all other purposes the number required to form a quorum for a General Meeting shall be twenty Members personally present and entitled to vote.
37. No business shall be transacted at any General Meeting unless the quorum requisite shall be present at the commencement of the business, save as hereinafter provided.
38. The Chairman of the Executive Council shall be entitled to take the chair at every General Meeting, or if there shall be no such Chairman, or if he be unwilling to take the chair or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such Meeting the members present and entitled to vote shall choose another member of the Executive Council as chairman, and if no member of the Executive Council be present, or if all the members of the Executive Council present decline to take the chair, then the members present and entitled to vote shall choose one of their number to be chairman.
39. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid shall stand dissolved, but in any other case it shall stand adjourned to such time and place as the Chairman shall determine,

being no earlier than the same day in the next week, and if at such adjourned meeting a quorum is not present, those members who are present and entitled to vote shall be a quorum and may transact the business for which the meeting was called. No notice of any adjourned meeting need be sent out to any member but the time and place shall be posted, as soon as practicable, on the members' area of the Federation website.

40. Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall, both on a show of hands and at the poll have a second or casting vote.
41. At any General Meeting unless a poll is demanded (before or on the declaration of the result of the show of hands) by the Chairman or by at least two members present in person and entitled to vote, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
42. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. Those who demand a poll may nominate not more than three others who are personally present at the meeting and entitled to vote, to act as scrutineers on their behalf.
43. The Chairman of a General Meeting may, with the consent of the meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other

than the business left unfinished at the meeting at which the adjournment took place.

44. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
45. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTING

46. On a show of hands every Member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
47. On a poll, votes may be given either personally or by proxy.
48. The instrument appointing a proxy shall be in writing under the hand of the appointor duly authorised in writing. No person shall be appointed a proxy who is not a Member of the Federation and qualified to vote.
49. The instrument appointing a proxy shall be deposited at the registered office of the Federation not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of two months from the date of its execution.
50. A vote given in accordance with the terms of instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal, or revocation of the proxy, provided no intimation in writing of the death or insanity or revocation shall have been received at the registered office of the Federation before the meeting.

51. Every instrument of proxy shall as near circumstances will admit be in the form or to the effect following:-

"BRITISH ARMED FORCES FEDERATION (BAFF)

I,

of _____ being a Member of BAFF hereby appoint
of _____ another Member of the Federation qualified to vote,
or failing him _____ of _____ another Member of the
Federation qualified to vote as my proxy, to vote for me and on my behalf, at
the (Annual or Extraordinary or adjourned as the case may be) General
Meeting of the Federation to be held on the _____ day of _____ and at any
adjournment thereof.

Signed _____."

52. No person shall be entitled to be present or to vote on any question, either personally or by proxy, or as proxy for another, at any General Meeting, or upon a poll, or be reckoned in a quorum whilst any sum shall be due from and payable by him to the Federation whether in respect of his annual subscription or instalment thereof or otherwise. The provisions of this Article shall not apply to an election of the Executive Council held in accordance with these Articles.
53. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be deemed valid. The Chairman of the meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll demanded thereat.

CONSTITUTION OF THE EXECUTIVE COUNCIL

54. There shall be no less than two Directors of the Federation nor more than fifteen. Directors may be appointed by the Executive Council.

55. There shall be a Executive Council which shall consist of not more than 15 nor less than 10 persons being Members of the Federation.
56. The first Executive Council shall comprise those persons appointed by the first directors of the Federation (who on appointment need not be a member of Federation but shall cease to be member of the Executive Council if he has not become a member of the Federation within 2 months), augmented by additional members co-opted by the Executive Council from time to time. When considering the co-option of any additional member or members of the first Executive Council, the Executive Council shall have regard to the desirability of increasing the number of active members, especially those from the junior ranks of the Armed Forces and the likely personal contribution of any such person during the transitional period. The first Executive Council shall elect from amongst their members the first Chairman and first Chief Executive of the Federation.
57. The first Executive Council and the first Chairman and first Chief Executive shall all retire at the end of the transitional period but be eligible for re-election.
58. The Executive Council shall as at the first Annual General Meeting be elected in accordance with such By-laws as may be published by the Executive Council, which may direct that members of the Executive Council be elected by and from different constituencies of members (which may be determined, amongst other things, by category of active membership, rank, whether a current or past member of the army, navy or air force).
59. At the first Meeting of the Executive Council held after each Annual General Meeting of the Federation its members shall elect a President of the Federation (who need not be a member of the Federation) and who shall hold office, subject to the will of the Executive Council, until the first meeting of the Executive Council held after the next Annual General Meeting and its members may elect one or more of their number as Vice-President or Vice-Presidents for the year and a Vice-President so elected shall, subject to the will of the Executive Council, hold office as such until the first meeting of the Executive Council held after the Annual General Meeting next following the date of his election as Vice-President. Any casual vacancy in the office of President or Vice-President may be filled by resolution of the Executive Council but so that a casual vacancy in the office of Vice-President shall not be filled by the Executive Council except from among its members.
60. A President of the Federation, being a member of the Federation, shall be entitled to attend meetings of the Executive Council and to take part in the deliberations of the Executive Council but unless he shall also be a member of the Executive Council he shall not be entitled to vote at a meeting of the Executive Council. A President of the Federation, not being a member of the Federation, shall not exercise the rights and privileges of a member but shall have the right to attend General Meetings of the Federation and meetings of the Executive Council and to take part in the deliberations of a meeting of the Executive Council but he shall not be entitled to exercise a vote either at a General Meeting or at a meeting of the Executive Council and unless invited to do so by the chairman he shall not be entitled to take part in the proceedings of a General Meeting.
61. At the first meeting of the Executive Council held after each Annual General Meeting of the Federation its members shall elect one of their number as Chairman of Executive Council, who so long as he remains a member of the Executive Council shall hold office until the first meeting of the Executive Council held after the next Annual General Meeting of the Federation. Any casual vacancy in the office of Chairman may be filled by the Executive Council from among its members.
62. A member of the Executive Council shall forthwith vacate office:
- (a) If, unless the Chief Executive, he accept or hold any paid office or employment for the Federation;

- (b) If he become bankrupt or suspend payment or compound with his creditors;
 - (c) If he be absent from the meetings of the Executive Council during a period of six consecutive months without special leave of absence from the Executive Council, and the Executive Council pass a resolution that he has vacated office;
 - (d) If as hereinafter provided by notice in writing to the Chief Executive he resign his office;
 - (e) If he cease from membership of the Federation, or is suspended or excluded for any period from the privileges of membership;
 - (f) If he is concerned or interested or participates in the profits of any contract with the Federation otherwise than as permitted by Clause 6 of the Memorandum of Association;
 - (g) If at a meeting of the Executive Council specially convened for that purpose at which not less than one half of all the members of the Executive Council is present, a resolution is passed by a majority of not less than three-fourths of those present declaring the office of such member vacated. All proceedings at such meeting shall be deemed to be privileged.
63. The Executive Council may at any time elect from retiring members of the Executive Council who have given meritorious and distinguished service to the Federation or from Veteran Members who have given to the Federation such service as aforesaid Honorary Vice-Presidents of the Federation.
64. The continuing members of the Executive Council may act notwithstanding any vacancy in their body, but so that if the number falls below ten the members of the Executive Council shall not, except for the purpose of filling vacancies or convening a General Meeting, act so long as the number remains below ten.
65. Any casual vacancy occurring among the members of the Executive Council or directors may be filled up by the Executive Council by electing a Member of the Federation to fill the vacancy.
66. Any person so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
67. A member of the Executive Council may resign by sending in his resignation in writing to the Chief Executive, and upon the expiration of thirty days from the date of sending in such resignation or upon its earlier acceptance by the Executive Council he shall cease to be a member of the Executive Council.
- CHIEF EXECUTIVE**
68. The Executive Council shall from time to time appoint a Chief Executive and may from time to time by resolution remove any person appointed Chief Executive from such office and appoint any other person in his stead.
69. The Executive Council may from time to time appoint a temporary substitute for the Chief Executive who shall, for the purposes of these Articles, be deemed to be the Chief Executive. The provisions of Sections 283 and 284 of the Companies Act, 1985, shall apply and be observed.
70. It shall be the duty of the Chief Executive to receive all moneys. He shall not keep any money in hand (other than sums to be used for petty disbursements) and shall pay the money received into the bank to the credit of the account of the Federation from time to time. He

shall keep a cash book in which he shall forthwith enter all receipts and payments, and he shall produce the same together with his authorities, vouchers and the bank pass book, to the Executive Council, or any committee appointed for that purpose by the Executive Council as and when requested.

71. It shall be the duty of the Chief Executive to attend all meetings of the Federation and the Executive Council, to enter the minutes and keep the minute books and all other books of the Federation, and to conduct the correspondence of the Federation. The Chief Executive shall make out and prepare for the consideration of the Executive Council an annual balance sheet, completed up to the thirty-first day December preceding the Annual General Meeting.

TRUSTEES

72. When the Executive Council think fit there shall be such and so many Trustees for any of the purposes of the Federation as the Executive Council determine and they shall be appointed and removed by the Executive Council, and have such powers and perform such duties and be subjected to such By-laws as the Executive Council determine. Any such person whether or not he be eligible for membership of the Federation, may be appointed a Trustee. A trustee shall hold office until removed by resolution of the Executive Council or General Meeting, or until he delivers his resignation in writing to the Chief Executive.

POWERS OF THE EXECUTIVE COUNCIL

73. The Executive Council shall, when General Meeting is not sitting, be the governing body of the Federation and shall manage the same and conduct the affairs thereof, subject to the provisions of the Memorandum of Association and Articles of the Federation and to the policies determined in General Meeting, and may exercise all such powers of the Federation as are not by these Articles required to be exercised by a General Meeting. The Executive Council shall have the

power to make, alter and repeal By-laws, and guidance for the better and more convenient government and management of the Federation, the proper carrying out of its objects and maintenance of its status, provided that no By-law or guidance shall be in contravention of the Memorandum of Association or these Articles and any By-law or guidance contravening the same or conflicting therewith shall be void and provided that no By-law or guidance shall be made or so altered under this power which would amount to such an addition to or alteration of these Articles as could only legally be made by Special Resolution in accordance with Section 378 of the Companies Act, 1985.

FORMATION OF GROUPS AND BRANCHES

74. The Executive Council shall have power to appoint Groups, Branches, District or Regional Committees to assist in the pursuit of the objects of the Federation and generally to afford assistance. No Group, Branch, District or Regional Committee shall have power itself to admit Members and no Group, Branch, District or Regional Committee shall have power to undertake anything appertaining to the general business of the Federation without first consulting and obtaining the approval of the Executive Council, and every Group, Branch, District and Regional Committee shall follow in all cases the ruling of the Executive Council. The constitution of any Group, Branch, District and Regional Committee shall be set out in By-laws made by the Executive Council.

THE SEAL

75. The Federation shall have a common seal. It shall be of such construction and design as the Executive Council shall determine, and shall be kept in such custody and affixed pursuant to a resolution of the Executive Council or of a Committee of the Executive Council duly authorised in that behalf and in such manner as the By-laws shall from time to time provide; failing such By-laws it shall only be affixed in the presence of two Members of the Executive Council and the Chief Executive.

MINUTES

76. Separate minute books shall be kept for Executive Council and Committee Meetings, wherein shall be entered a faithful record of the proceedings thereat, which shall be presented to the next meeting, and if passed as correct, shall be signed by the Chairman thereof.

RETIREMENT OF EXECUTIVE COUNCIL

77. From the second Annual General Meeting, the Annual General Meeting to be held in every year, one third of the members of the Executive Council for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
78. A retiring member of the Executive Council, for the time being, and any person elected as President or Chairman under these Articles shall be eligible for re-election.
79. The members of the Executive Council to retire in every year shall be those who have been longest in office since their last appointment or election, but as between persons who became members of the Executive Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

ELECTION OF EXECUTIVE COUNCIL

80. The Federation at any General Meeting at which any members of the Executive Council retire in manner aforesaid shall fill up the vacated offices by electing a like number of qualified persons to be members of the Executive Council and without notice in that behalf, may fill up any other vacancies or elect additional members of the Executive Council, but so that the maximum fixed by these Articles be not exceeded. No person other than a Member of the Federation shall be eligible for election as a member of the Executive Council. The Executive Council may from time to time make, alter and repeal By-laws for the purpose of regulating the procedure applicable to such elections. A member

entitled to receive notice of General Meetings shall be entitled to vote in such an election, regardless of whether any sum shall be due from or payable by him to the Federation, whether in respect of his annual subscription or instalment thereof or otherwise.

81. If at any General Meeting at which an election of members of the Executive Council ought to take place, the places of the retiring members are not filled up, the retiring members or such of them have not had their places filled up shall, if willing, continue in office until the close of the Annual General Meeting in the next year, and so on from year to year until their places are filled up.
82. The Federation may by Ordinary Resolution remove any member of the Executive Council before the expiration of his period of office and appoint another qualified person in his stead in accordance with and subject to the provisions of Sections 303 and 304 of the Companies Act 1985.
83. No person shall, unless recommended by the Executive Council for election, be eligible for election to the office of member of the Executive Council at any Annual General Meeting unless he or some Member intending to propose him has left or sent to the registered office of the Federation, so that it shall be received at the said registered office on or before the day one month preceding the meeting, a notice in writing duly signed, signifying his candidature for the office or the intention of such Member to propose him. No such nomination or declaration shall be valid unless the Member nominated or making the nomination or declaration has duly paid all annual subscriptions and other fees due from him to the Federation.

PROCEEDINGS OF THE EXECUTIVE COUNCIL AND APPOINTMENT OF COMMITTEES

84. The members of the Executive Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum

necessary for the transaction of business. Until otherwise determined, five shall be quorum. Meetings shall be held as fixed by the Executive Council from time to time, but so that not more than four months shall elapse between any two consecutive meetings. The provisions of this Article shall apply in like manner to the meetings of directors save that the quorum shall be two for any meeting of directors.

85. The Chairman of the Executive Council, or any five members of the Executive Council may and the Chief Executive at the request of the Chairman of the Executive Council or any five members of the Executive Council shall at any time convene a meeting of the Executive Council. It shall not be necessary to give notice of a meeting of the Executive Council to a member who is not in the United Kingdom. Questions arising at any meeting shall be decided by a majority of votes, and in case of an equality of votes, the chairman shall have a second or casting vote.
86. The Chairman of the Executive Council shall be entitled to take the chair at every meeting of the Executive Council, but if at any meeting the Chairman of the Executive Council is not present at the time appointed for holding the same and willing to take the chair, the members of the Executive Council present shall choose someone of their number to be chairman of such meeting.
87. A meeting of the members of the Executive Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under these Articles for the time being vested in or exercisable by the members of the Executive Council generally, unless otherwise specifically provided for.
88. The Executive Council may delegate any of their powers to committees consisting of such Members of the Federation (whether or not being members of the Executive Council) as they think fit, and any such committee may from time to time if so authorised by the Executive Council, co-opt any other Member of the Federation (whether or not

being a member of the Executive Council) as a member of such committee. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Executive Council. The Chairman of the Executive Council shall be an ex-officio member of all committees.

89. A Committee may, if so authorised by the Executive Council, co-opt as advisers to the Committee any persons the Committee may think fit, but no person so co-opted as an adviser shall have any right to vote at a meeting of the Committee.
90. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Executive Council so far as the same are applicable thereto, and are not superseded by any regulations made by the Executive Council under Article 88. Unless otherwise determined by the Executive Council, two members shall be a quorum for any such committee, except in any cases where only one member has been appointed to act as a committee.
91. Any occasional vacancy in any such committee may be filled up by the Executive Council by the appointment of a Member of the Federation (whether or not being a member of the Executive Council) who shall, in all respects, stand in the place of his predecessor. The continuing members of any committee may act notwithstanding any vacancy in such committees.
92. Every committee appointed shall, unless dissolved by the Executive Council appointing the same, remain in office until the first meeting of the Executive Council after the Annual General Meeting of the Federation next following its appointment when the Executive Council may appoint a new committee. If no appointment of a new committee shall be made, the retiring committee shall remain in office unless and until otherwise determined by the Executive Council.

93. All acts done by any meeting of members of the Executive Council or of a committee of the Executive Council or by any person acting as a member of the Executive Council or such committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of such members or persons acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Executive Council or such committee.
94. A resolution approved by email or in writing by all the members of the Executive Council (or, as appropriate, directors) who are at the date of the resolution in the United Kingdom shall be as valid and effectual as if it had been passed at a meeting of the Executive Council (or, as appropriate, directors) duly called and constituted.

INVESTMENT OF MONEYS

95. Subject to the provisions in this behalf of the Memorandum of Association all moneys of the Federation not immediately required for any payment to be made by the Federation, may be invested by the Executive Council in such Government or real or other securities or investments as the Executive Council from time to time think proper, or may be placed on deposit or current account with the Federation's bankers.
96. In any case where the Executive Council think fit any such investment or deposit may be made in the name of the Trustees instead of in the name of the Federation.

ACCOUNTS

97. The Executive Council shall in accordance with the requirements of Section 221 of the Companies Act, 1985 cause true, full and sufficient accounts to be kept of the sums of money received and expended by the Federation and the matters in respect of which such receipts and

expenditure take place, of all sales and purchases of goods and services by the Federation, and of the assets, credits and liabilities of the Federation.

98. The books of account shall be kept at the registered office of the Federation and shall always be open to the inspection of the members of the Executive Council. Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed from time to time by the Federation in General Meeting the books of account shall be open for the inspection by the members of the Federation at all reasonable times during business hours.
99. At each Annual General Meeting (except the first Annual General Meeting) the Executive Council shall in accordance with the requirements of Sections 241 and 234 of the Companies Act 1985 lay before the Federation an income and expenditure account and a balance sheet containing a summary of the property and liabilities of the Federation made up to the thirty-first day of December preceding the meeting from the time when the last preceding account and balance sheet were made up.
100. Every such balance sheet shall be accompanied by a report of the Auditors and by a report of the Executive Council as to the state and condition of the Federation and as to the amount which they propose to carry to the reserve fund according to the provisions in that behalf hereinbefore contained and the balance sheet shall be signed by two members of the Executive Council and countersigned by the Chief Executive.
101. Printed copies of such account, balance sheet and reports shall, no less than twenty one days previously to the meeting, be published to all Members who are entitled to receive notices of General Meetings in such manner as the Executive Council may from time to time determine.

AUDIT

102. Once at least in every year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors. The provisions of Section 384 to 392 of the Companies Act 1985 shall apply.

NOTICES

103. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of members of the Executive Council or of the directors, which may be in such form as the Executive Council or, as appropriate, directors shall determine) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this regulation "address", in relation to electronic communications, includes any number or address used for the purpose of such communications.
104. Those who have no registered place of address in the United Kingdom or British Forces Post Office or British Embassy address shall not be entitled to receive any notices.
105. Any notice sent by email shall be deemed served on the day of transmission and any notice sent by post shall be deemed to have been served on the day on which the envelope or wrapper containing the same is posted, and in providing such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped, and put into the post office. A certificate in writing signed by the Chief Executive or other officer of the Federation that the envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive thereof.
106. Every notice of a General Meeting shall be signed by or have printed at the foot thereof the name of the Chief Executive or such other person

in his place as the Executive Council shall appoint, except in the case of a meeting convened by requisition in accordance with these Articles, and in that case shall be signed by or have printed at the foot thereof the names of those who convene the same majority of them.

INDEMNIFICATION OF THE EXECUTIVE COUNCIL AND OFFICERS

107. The Directors and the members of the Executive Council and of any committee appointed by the Executive Council, the Chief Executive and other officers for the time being of the Federation and the Trustees for the time being acting in relation to any of its affairs, and every of them, and every of their executors, administrators and estates, shall be indemnified and secured harmless out of the assets and revenue of the Federation from and against all actions, costs, charges, losses, damages and expenses which they or any of them their or any of their executors, administrators or estates shall or may incur or become liable to or sustain by or by reason of any contract entered into or act done, concurred in or omitted in or about the execution of their duty in their respective offices or trusts, and none of them shall be liable or answerable for the acts, receipts neglects or defaults of the other or others of them, or for joining in any receipt or other act for conformity, or for any bankers of other persons with whom any moneys or effects belonging to the Federation shall or may be lodged or deposited for safe custody or otherwise, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Federation shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto. Provided that nothing herein shall have the effect of abrogating or restricting the scope of the provisions of the Memorandum of Association and so that this Article shall have effect subject always to the provisions of Sections 310 of the Companies Act 1985.

WINDING UP

108. The provisions for the time being in the Memorandum relating to the winding-up and dissolution of the Federation shall have effect as if the same were repeated in these presents.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

DATED this 25th day of October, 2006

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