



THE WESTERN FRONT ASSOCIATION

Founded by John Giles
Inaugurated 11th November 1980

Registered Charity Number: 298365

Constitution

22 April 2023

1. PREAMBLE

The Western Front Association ('the Association') was formed with the aim of furthering interest in the period 1914-1918, to perpetuate the memory, courage and comradeship of those of all sides who served their countries during the Great War. It does not seek to justify or glorify war. It is not a re-enactment society nor is it commercially motivated. It is entirely non- political and applications for membership will be welcomed from anyone with like mind.

2. TITLE

The title of the Association shall be 'The Western Front Association' with a sub-title: 'Founded by John Giles. Inaugurated 11th November 1980.'

3. OBJECT

The object of the Association shall be to educate the public in the history of the Great War. In furtherance of the above object, but not further or otherwise, the Association shall have the following powers:

- i. to conduct study and research into that history and to publish the useful results of all such study and research insofar as such publication is within the financial resources of the Association;
- ii. to publish periodicals, pamphlets, maps, photographs and similar material, both in paper form and on-line, and to further the aims of the Association via social media;
- iii. to arrange visits to the Great War battlefields and to commemorative functions;
- iv. to organise lectures, seminars and similar educational activities which may be in person or online;
- v. to raise funds and to invite and receive contributions from any person(s) or organisation(s) whatsoever by means of subscription, donation and otherwise;
- vi. to invest in stocks, funds, shares, securities, freehold or leasehold land and in any other investment available to the Association in law;
- vii. to sell, lease or dispose of all or any part of the stocks, funds, shares, securities, freehold or leasehold land and any other assets of the Association subject to any consents required by law;
- viii. to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- ix. to lend or borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed subject to any consents required by law;

- x. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Association or of similar charitable purposes and to exchange information and advice with them;
- xi. to establish or support any charitable trusts, associations or institutions formed for the object of the Association;
- xii. to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the object and to make all reasonable and necessary provision for the payment of pensions, salaries and superannuation for staff and their dependents;
- xiii. to indemnify by appropriate insurance policies each of the Trustees of the Association from the assets of the Association against any liability incurred by him or her in that capacity;
- xiv. to do all other lawful things as shall further the above object.

4. MOTIF

The emblem of the Association shall be two poppies aligned side by side with crossed stems and incorporating the figures '1914-1918' and the word 'Remembering'.

5. MEMBERSHIP

- a. Membership of the Association shall be open to any person. Applications may be accepted or rejected by the Executive Committee at its discretion and the Executive Committee shall have no obligation to state reasons for any rejection. Each member shall pay a reasonable annual subscription as prescribed by the Executive Committee from time to time and shall be entitled to such privileges as the Executive Committee shall from time to time decide. The Executive Committee may introduce additional membership categories as it sees fit which may carry differing subscription rates.
- b. Junior membership of the Association shall be open to any person below the age of 18. Applications may be accepted or rejected by the Executive Committee at its discretion and shall have no obligation to state reasons for any rejection. The subscription of a junior member shall be half that of an individual member. A junior member cannot hold elected office of the Association but may vote at any general meeting of the Association and participate in a postal ballot.
- c. There is no paragraph c)
- d. The nomination of honorary members shall be approved by the annual general meeting on the recommendation of the Executive Committee. Such honorary members shall not be entitled to hold elected office in the Association or vote at any general meeting.
- e. Subject to the approval of the Executive Committee, membership of the Association shall be open to any organisation, institution, body corporate or unincorporated association (each, a 'member organisation') which is interested in furthering the Association's work and has paid the annual subscription laid down from time to time by the Executive Committee. Each member organisation shall appoint an individual to represent it and vote on its behalf at general meetings of the Association and may appoint an alternative to replace its appointed representative at any meeting if the appointed representative is unable to attend.
- f. Each member organisation shall notify the name of the representative appointed by it and any alternative to the Honorary Secretary. If the representative or alternative resigns from or otherwise leaves the member organisation he or she shall forthwith cease to be the representative of the member organisation.
- g. All annual subscriptions will be due on the anniversary of the payment of the first membership.
- h. A member or member organisation who wishes to resign his or her membership shall give notice in writing to the Honorary Secretary.
- i. The Executive Committee shall have the right to terminate the membership of any member or member organisation who in the opinion of the Executive Committee (i) acts in a manner prejudicial to the good name and/or well-being of the Association or (ii) who fails to abide by this Constitution, or by the policies and procedures of the Association but such member or member organisation may first be given the opportunity of a hearing by the Executive Committee. The EC may consider specifying a period of time for which membership would be terminated. Where the Executive

Committee become aware of credible allegations of wrongdoing which could, if proven, result in the sanction set out above, they shall have the right to suspend membership of individuals or member organisations pending full investigation. Such suspensions would last for three months unless renewed in writing.

- j. Reference to 'members' in the following paragraphs shall mean all classes of membership offered by the Association.

6. PRESIDENT AND VICE-PRESIDENTS

The Association shall have a President and not more than 14 Vice-Presidents. These offices are honorary and shall carry no executive or administrative responsibility. When a vacancy occurs nominations for President shall be made by the Vice Presidents. The nomination of Vice-Presidents shall be approved by the annual general meeting on the recommendation of the Executive Committee

7. GENERAL MEETINGS

- a. There shall be an annual general meeting of members on a Saturday within ten months of the end of the preceding financial year. A notice convening an annual general meeting shall be sent to each member at least 28 clear days before the meeting is held. The business of an annual general meeting shall be:
 - i. to receive the President's address;
 - ii. to receive the report of the Executive Committee for the past year;
 - iii. to approve an audited statement of income and expenditure for the past year and a balance sheet;
 - iv. to receive the results of postal ballots for the election of members of the Executive Committee and to confirm the nominations for honorary members;
 - v. to appoint auditors;
 - vi. to conduct such business as arises out of paragraph(15) of the Constitution entitled 'Amendment of Constitution' in accordance with the conditions thereof;
 - vii. to conduct any other business.
- b. A member shall have the right to appoint a proxy to vote in his or her place at any annual or extraordinary general meeting.
- c. An extraordinary general meeting may be called at any time by the Executive Committee or shall be convened by the Honorary Secretary on a requisition in writing signed by not less than 50 members setting out in full detail the reason such a meeting has been requisitioned. The first signatory to any such requisition shall, when the requisition is submitted, deposit with the Honorary Secretary such sum as the Honorary Secretary shall estimate as being needed to cover the cost of convening the meeting. Whether that sum shall accrue to the Association or be returned to the depositor shall be decided at the extraordinary general meeting in accordance with paragraph (g) below.
- d. The notice convening of an extraordinary general meeting shall be sent to each member at least 28 days before the meeting and shall specify the matter or matters to be considered.
- e. The only business at an extraordinary general meeting (other than the appointment of a chairperson) shall be the consideration of the specific matter or matter for which it is called and the accrual or return of the deposit.
- f. Any annual or extraordinary meeting shall be held within the United Kingdom provided however that, if the Executive Committee decides that exceptional circumstances exist (or are likely to exist) at the date of the proposed annual or extraordinary Meeting, such meeting may be conducted via an appropriate audio-visual service. At any annual or extraordinary meeting the Chair of the Executive Committee shall chair the meeting or, in his/her absence by the Vice Chair of the Executive Committee. If neither are present a member shall be elected to chair the meeting.
- g. Resolutions at any annual and extraordinary general meetings shall be passed by a simple majority of votes cast by members present (except as otherwise provided in this Constitution) by a show of hands unless 30 members request a secret ballot by rising in their places.
- h. Subject to paragraph (j) below, each member or organisation shall have one vote on each resolution unless that member or organisation is voting as a properly authorised proxy.

- i. A quorum for an annual or extraordinary general meeting shall be 50 members.
- j. In the event of equality of voting on any resolution the person acting as Chair shall have a casting vote on that resolution.
- k. Nominations for Executive Committee Trustee posts shall be in the possession of the Honorary Secretary by the date published for submission. Each person nominated must be proposed and seconded in writing and, at the same time, give his/her written consent to such nomination The proposer, seconder and nominee must all be paid-up members of the Association at the time of making the nomination.
- l. A list of all nominations and a ballot form shall be sent to all members with the notice convening the annual general meeting.
- m. In the event of no member being nominated for a particular post the vacancy shall be treated as a vacancy in accordance with paragraph 8(p) below.
- n. In the event of only one nomination being received for a particular post that nominee shall be deemed to have been elected.
- o. In the event of two or more people being nominated for a particular post, voting shall be by postal ballot of all members. An independent person or body to be selected by the Executive Committee shall receive and scrutinise all ballot papers received by him or them not later than 7 days before the annual general meeting and the result of the elections shall be reported to the annual general meeting.
- p. Vacancies shall be filled by the nominee who receives the highest number of valid votes. In the event of a tie the person acting as chairperson of the annual general meeting shall draw a lot to decide who shall be appointed to the vacancy.
- q. All Executive Committee members who are trustees shall serve from the conclusion of the annual general meeting at which they were declared elected until the conclusion of the following annual general meeting. After completing their term of office, they shall be eligible for re-election provided they have submitted a proposal form in accordance with paragraph (k) above.

8. EXECUTIVE COMMITTEE

- a. The management of the Association shall be conducted by an Executive Committee consisting of at least 7 trustees of the Association none of whom shall have more than one vote as a result of holding more than one post. The Chair shall have a casting vote as provided for elsewhere in this Constitution.
- b. The Executive Committee may from time to time appoint non-trustee members to render assistance to the Executive Committee for such period as the Executive Committee may deem appropriate. Non-trustee committee members may be invited to attend and speak at any meeting of the Executive Committee but shall have no vote in Committee.
- c. The Chair shall act as chairperson at meetings of the Executive Committee. If the Chair is absent from any meeting, the Vice-Chair shall act as Chair. If the Vice-Chair is absent, the members of the Executive Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
- d. The Executive Committee shall keep minutes, of the proceedings at meetings of the Executive Committee and any sub-committee. The minutes may be electronically produced and stored.
- e. The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- f. The Executive Committee may appoint one or more sub-committees chaired by a member of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub- committees shall, if considered necessary by the Executive Committee, be fully and promptly reported to the Executive Committee at each of its ordinary business meetings.
- g. The proceedings of the Executive Committee shall not be invalidated by any vacancy among its number or by any failure to appoint or by any defect in the appointment or qualification of a member.

- h. No person shall be entitled to act as a trustee member of the Executive Committee whether on a first or on a subsequent entry into office until after signing a declaration of acceptance and of a willingness to act in the trusts of the Association.
- i. Where the Executive Committee deems it necessary, two written references in terms satisfactory to the Executive Committee will be required prior to the first appointment of prospective trustees.
- j. A trustee member of the Executive Committee shall cease to hold office if he or she:
 - i. is disqualified from acting as a trustee by the laws relating to Charities;
 - ii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - iii. is absent without the permission of the Executive Committee from all its meetings held within a period of 6 months and the Executive Committee resolves that his or her office will be vacated;
 - iv. notifies to the Executive Committee a wish to resign (but only if at least 6 members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- k. Subject to the provisions of clause 8(w) (provision of Executive Committee members' insurance clause) and except with the prior written approval of the Charity Commissioners no Executive Committee member may:
 - i. receive any benefit in money or in kind from the Association; or
 - ii. have a financial interest in the supply of goods or services to the Association; or
 - iii. acquire or hold any interest in property of the Association (except in order to hold it as a trustee member of the Association).
- l. The Executive Committee shall cause the title to:
 - i. all land held by or in trust for the Association which is not vested in the Official Custodian for Charities; and
 - ii. all investments held by or on behalf of the Association to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at its pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee the holding trustees shall not be liable for the acts and defaults of its members.
- m. The Executive Committee shall comply with its obligations under the laws relating to charities with regard to:
 - i. the keeping of accounting records for the Association;
 - ii. the preparation of annual statements of account for the Association;
 - iii. the auditing or independent examination of the statements of account of the Association and
 - iv. the transmission of the statements of account to the Commissioners.
- n. The Executive Committee shall comply with its obligations under the laws relating to charities with regard to the preparation of an annual return and report and its transmission to the Commissioners.
- o. There is no paragraph (o)
- p. In the event of a vacancy occurring on the Executive Committee other than by automatic retirement the Executive Committee shall have the power to elect a member to fill that vacancy until the next annual general meeting.
- q. The quorum of the Executive Committee shall be 5 and no business shall be transacted unless a quorum be present.
- r. In the event of a vacancy occurring in the office of Chair or Vice-Chair the Executive Committee shall elect a temporary Chair or Vice-Chair until the next annual general meeting.
- s. All decisions shall be made on a simple majority of those present. The Chair of a meeting shall in addition to his/her ordinary vote have the power in the event of equality of voting to give a second or casting vote on any resolution.
- t. Meetings of the Executive Committee shall be held at such places, times and dates as the Executive Committee shall decide. Meetings may be conducted in whole or in part via an appropriate audio or audio-visual service. All meetings shall be convened by the Honorary Secretary. In addition to ordinary meetings a meeting of the Executive Committee shall be convened within 14 days of the Honorary Secretary receiving a written requisition signed by at least three members of the Executive Committee. Such requisition shall state the nature of the business to be discussed at the meeting.

- u. If a matter arises which a member of the Executive Committee considers requires a decision before the next meeting of the Executive Committee, a sub-committee comprising the Chair, Vice Chair, the Honorary Secretary and the Honorary Treasurer shall be empowered to take a decision on that matter provided that any liability thereby incurred by the Association shall not exceed £1,000. Any such decision shall be reported to the next meeting of the Executive Committee.
- v. All expenses incurred wholly on behalf of the Association by an Executive Committee member or any non-trustee committee member shall be reimbursed from the Association's funds subject to approval of the Executive Committee.
- w. The Executive Committee shall have power to provide indemnity insurance for its members out of the income of the Charity. The insurance shall not extend to:
 - i. any claim or omission which:
 - a. the Executive Committee members knew to be a breach of trust or breach of duty; or
 - b. was committed by the Executive Committee members in reckless disregard of whether it was a breach of trust or breach of duty or not; and
 - ii. the costs of an unsuccessful defence to a criminal prosecution brought against the Executive Committee members in their capacity as Trustees of the Association.

9. BRANCHES

- a. Branches of the Association may be formed within the area of the United Kingdom and elsewhere for the purpose of furthering the object of the Association and must comply with the WFA Constitution and any essential Executive Committee requirements. Any Branch considering formation must have the approval of the Executive Committee.
- b. All the members of Branch Committees must be members of the Association.
- c. Only WFA paid up members can vote at a Branch AGM.
- d. A WFA member shall be entitled to attend meetings of any Branch.
- e. All Branches will be subject to the general oversight of the Executive Committee.
- f. The Branch Chairs will meet on a regular basis and the Branch Co-ordinator will organise and oversee the meeting. A Branch Committee member will be entitled to attend should the Branch Chairman not be able to attend. In addition to the Branch Co-ordinator, other Executive Committee members will be entitled to attend.
- g. Subject to the approval of the Executive Committee, reasonable expenses incurred by any UK and Ireland Branch Chairs in attending a meeting of Branch Chairs shall be reimbursed from the Association's funds.
- h. If four or more Branch Chairs request in writing the Branch Co-ordinator to convene a meeting of Branch Chairs and the Branch Co-ordinator fails to do so within 21 days, those Branch Chairs may request the Executive Committee to convene such a meeting.
- i. Subject to the prior conditions of this paragraph each Branch shall elect its own officers and conduct its own business.

10. FINANCE

- a. The financial year of the Association shall end on the 30th day of June.
- b. All monies received by the Association shall be paid into an account with the Association's bankers. All cheques and electronic transfer of funds drawn on this account shall be authorised by the Treasurer (whether Honorary or employed) and one other trustee, or two trustees.

11. MEMBERS' ACTIVITIES

Members taking part in the activities of any other society or association do so as individuals and not as representatives of the Association unless those activities are sanctioned by the Executive Committee.

12. CONTACT WITH OTHER ORGANISATIONS

Any formal approach on behalf of the Association to or from any other organisation shall be directed through the Executive Committee via the Honorary Secretary in order that the Executive Committee's sanction may be sought before action is taken.

13. REGISTER OF MEMBERS

The Association shall keep a confidential register detailing the names and addresses and/or email addresses of all members and the contents of the register shall not be divulged to third parties.

14. NOTICES

Any notice required to be served on any member of the Association shall be in writing and shall be served by the Honorary Secretary on any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his or her last known address and any letter so sent shall be deemed to have been received within 10 days of posting.

15. AMENDMENT OF CONSTITUTION

Alterations to this Constitution shall receive the assent of a majority of the members of the Association voting at an annual or extraordinary general meeting.

A proposal for the alteration of the Constitution shall be received by the Honorary Secretary at least 10 weeks before an annual or extraordinary general meeting at which it is to be made. At least 28 clear days' notice in writing shall be given by the Honorary Secretary to all members and shall include notice of the proposed alteration provided that no alteration to paragraph 2 ('Title of the Association'), paragraph 3 ('Object'), paragraph 8(k) (Executive Committee members not to be personally interested), paragraph 16 ('Dissolution') or this paragraph shall be made without the prior consent in writing of the Charity Commissioners. No amendment may be made which would have the effect of making the Association cease to be a charity at law. The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this paragraph.

16. DISSOLUTION

The Association may at any time be dissolved by a resolution passed by not less than two-thirds of those members voting at an annual or extraordinary general meeting of which at least 28 clear days' written notice shall have been sent to all members by the Honorary Secretary, such notice specifying the motion of dissolution.

Such a resolution may give instructions for the disposal of any assets held by or in the name of the Association provided that if any assets remain after the satisfaction of all debts and liabilities those assets shall not be paid to or distributed among members of the Association but shall be given or transferred to the Royal British Legion or to such other charitable organisation or institution having objects similar to the object of the Association as the annual or extraordinary general meeting and with the approval of the Charity Commissioners may determine. A copy of the statement of accounts for the final accounting period of the Association must be sent to the Charity Commissioners.

17. GOVERNING LAW

This Constitution shall be governed by, and interpreted and construed in accordance with, English law.

18. JURISDICTION

- a. The trustees and the members of the Association agree that the courts of England and Wales are to have exclusive jurisdiction to settle any dispute which may arise in connection with the validity, effect, interpretation or performance of, or the legal relationships established by, this Constitution.
- b. Notwithstanding (a) above, the Association may in its absolute discretion take proceedings in the courts of any other country which may have jurisdiction.