

MARCONI VETERANS' ASSOCIATION

CONSTITUTION

(as adopted by Special Resolution passed on the 14th April, 2007.)

NAME

Marconi Veterans' Association ('the Association').

OBJECTS

The objects ('the Objects') of the Association are to perpetuate and promote the friendship and cordiality of Marconi Veterans ('Veterans') as engendered by Guglielmo Marconi and to promote activities to enable Veterans of the Association to enjoy their membership more fully.

DEFINITIONS

Marconi Veteran	A member of the Association for the time being.
Committee	The main Committee of the Association for the time being.
Committee Member	A Member of the Committee for the time being who shall be a Veteran with Full Membership of the Association.
Sub-Committee Member	A Member of a Sub-Committee of the main Committee for the time being of the Association.
AGM	Annual General Meeting of the Association.
EGM	Extraordinary General Meeting of the Association.
GM	An AGM or EGM of the Association.
Officers	The Chairman, Vice-Chairman, Secretary and Treasurer who shall be Veterans with Full Membership of the Association.
Financial Year	The financial year of the Association shall run from the 1 st January to the 31 st December each year.
GEC Group	The General Electric Company, p.l.c. Group of Companies (and at the date of adoption of this Constitution called Marconi p.l.c. Group of Companies).
MES Group	Marconi Electronic Systems Limited Group of Companies.
Managed Companies	A company managerially controlled by Marconi Electronic Systems Limited and not being its subsidiary. A managed company may, or may not, be an employing company.

Words importing the masculine gender shall include the female gender and vice-versa.

POWERS OF THE ASSOCIATION

To further the Objects the Committee shall have power:

1. To raise funds for the Association.
2. To organise or enlist voluntary support and assistance.
3. To promote and publicise the Association and enrol new members of the Association.
4. To adopt charitable status should the Association so determine.
5. To arrange the Annual Reunion, meetings, courses, lectures and other events and produce newsletters, films, tapes and publicity in any media.
6. To arrange related social activities, travel and refreshments.
7. To co-operate with other organisations (including charities, voluntary bodies, private and public sector organisations) and exchange information and advice with them for mutual benefit.
8. To purchase, lease or license any property and alter, maintain and equip it for use.
9. To purchase, lease or hire any equipment and maintain it.
10. To take out and arrange insurance and other security provisions.
11. To do all other lawful things as may be conducive to the attainment of the Objects.

MEMBERSHIP

Membership of the Association shall be open to any person who satisfies the following qualification requirements: -

- (a) Has a total of 21 years service or such lesser term as may be determined in General Meeting.

All service in the employment of Marconi Electronic Systems Limited* or any of its existing or former subsidiaries or managed companies, hereinafter referred to as the MES Group, including those companies where MES or a member company of the MES Group has, or had, at least a 30% interest, shall count towards eligibility. Such service need not be continuous.

Service in a company that subsequently becomes a member of the MES Group shall also count towards eligibility provided that the person is employed by their joining Company at the time of change to the MES Group and remains employed for at least one year thereafter. The calculation of service prior to their Company joining the MES Group will only count from the last break in service with that Company before its joining the MES Group.

Service in a company that subsequently leaves the MES Group shall also count towards eligibility provided that the person is employed by that Company at the time of leaving and has been employed by a company within the MES Group for at least one year beforehand. Service will only count to the next break in service with that Company.

Each application for membership shall be considered by the Membership Review Committee and any question of interpretation arising out of the foregoing shall be determined by that Committee whose decision shall be final. The Membership Review Committee may decline to accept any application for membership of the Association without the need to give a reason.

Applicants who do not meet the length of service currently required will have their names placed on a list for subsequent reconsideration by the Membership Review Committee should the length of service period be reduced in GM.

- (b) Has served for a significant period in the MES Group with the remainder of the qualifying period in a company or companies which, in the opinion of the Membership Review Committee, is/are acceptable to justify admission to Membership of the Association.
- (c) Has completed the application procedures required by the Membership Review Committee.
- (d) Has paid the relevant subscription and joining fee, if any.

* Previously called GEC-Marconi Limited; The Marconi Company Limited; Marconi's Wireless Telegraph Company Limited; Wireless Telegraph and Signal Company Limited and at the date of the adoption of this Constitution called BAE Systems Electronics Limited.

Every Veteran having Membership of the Association shall be entitled to attend and vote at every GM and be eligible to serve on the Committee.

Any Veteran's membership may be terminated for a fair and proper reason by a two-thirds majority of all Committee Members present and voting, provided that the individual Veteran is informed of the reason and given the right to be heard by the Committee, accompanied by a fellow Veteran, before a final decision is made. An appeal against the decision may be made to a GM if the individual concerned requests this in writing to the Chairman or Secretary within 14 days of such decision.

The Committee may from time to time recommend at a GM that a Veteran, or a non-Veteran, who has rendered outstanding service to the Association or the Objects of the Association be elected an Honorary Life Member of the Association.

PATRON

The Committee may from time to time appoint as Patron of the Association any person who is not a Committee Member and who has rendered outstanding service to the Association and/or the MES Group. The Patron shall not by virtue of his office or otherwise be a Committee Member of the Association and shall not act as such. Any such appointment may be for life and on such terms and conditions as the Committee may determine.

PRESIDENT AND VICE-PRESIDENT(S)

The Association shall have a President and may have one or more Vice-Presidents who shall hold office for one year from the 1st April in each year. The appointment of a President or a Vice President shall be determined by the Committee.

OFFICERS AND COMMITTEE

The Officers of the Association shall consist of the Chairman, the Vice-Chairman the Secretary and the Treasurer all of whom shall be appointed by the Committee from amongst its Members.

The Committee shall comprise the Officers and not more than ten other Members who shall be responsible for all affairs and activities of the Association.

A Committee Member shall cease to hold office if:-

- (a) He is absent without the permission of the Committee from all of its meetings for a period of six months or more and the Committee resolves that the office be vacated.

or

- (b) He resigns by notice in writing to the Chairman or Secretary.

or

- (c) He ceases to be a member of the Association for whatever reason.

At the Annual General Meeting in every year the entire Committee shall retire from office and any Committee Member may, if eligible, be re-elected to serve for a further term. The Committee shall have power at any time and from time to time to appoint any Veteran having Full Membership of the Association as a Member of the Committee either to fill a casual vacancy or as an addition to the Committee, provided that the total number of Committee Members shall not at any time exceed the maximum number fixed by the Constitution. The quorum for Committee meetings shall be five Members, two of whom must be Officers. The Chairman of the meeting shall have a second or casting vote.

The Committee shall meet at least four times a year.

The Committee shall have power at any time and from time to time to appoint such Sub-Committees as it thinks fit, the constitution and regulations of which shall be determined by the main Committee.

Nominations for membership of the Committee shall reach the Secretary not less than fourteen days before the Annual General Meeting, the prior consent of nominees having been obtained in writing.

A meeting of the Committee or of a Sub-Committee may consist of a conference between Members who are not all in one place, but of whom each is able (directly or by telephonic communication or by any other communication means) to speak to each of the others and to be heard by each of the others simultaneously throughout the meeting and the word 'meeting' in this Constitution shall be construed accordingly.

A resolution in writing signed by all the Members entitled to receive notice of a meeting of the Committee or of a Sub-Committee shall be as valid and effectual as if it has been passed at a meeting of the Committee or (as the case may be) a Sub-Committee duly convened and held and may consist of several documents in the like form each signed by one or more Members.

SUBSCRIPTIONS

The amount of the annual subscription and joining fee, if any, shall be determined from time to time by the Committee and any revision announced in a newsletter, or by any other means of communication, issued prior to 1st March each year. If membership is terminated or resigned, no part of any membership subscription paid shall be reimbursed.

FINANCE

Accounts shall be kept to show income and expenditure; these accounts shall be audited and presented at each Annual General Meeting. The Honorary Auditor for the ensuing year shall be appointed at the Annual General Meeting.

VETERANS' MEETINGS

The Annual Reunion, lecture meetings, social events, outings, etc. shall be held as arranged by the Committee. Visitors may attend such meetings as the Committee may determine, and the Committee may specify a charge for such visitors.

At least twenty-one days' notice shall be given of an Annual General Meeting and at least fourteen days' notice shall be given of any other GM. The business to be transacted at an Annual General Meeting shall be as follows:-

- (i) To receive a report from the Committee.
- (ii) To receive the audited accounts.
- (iii) To elect Members of the Committee.
- (iv) To appoint an Honorary Auditor.
- (v) To consider any other business.

An Extraordinary General Meeting may be convened by the Committee, or at the written request of a minimum of twenty Veterans with Full Membership of the Association the Committee shall forthwith proceed to convene an EGM for a date no later than eight weeks after receipt of the requisition and giving at least twenty-one days' notice. The purpose for which this meeting has been called must be stated, and no business other than that specified in the Notice may be transacted.

CONDUCT OF GENERAL MEETINGS

The Chairman of a GM shall be the Chairman or the Vice-Chairman of the Committee or if not present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Committee Members present shall elect one of their number to be Chairman, and, if there is only one Committee Member present and willing to act he shall be Chairman.

If no Committee Member is willing to act as Chairman, or if no Committee Member is present within fifteen minutes after the time appointed for holding the meeting, the Veterans present and entitled to vote shall choose one of their number to be Chairman.

Resolutions shall be proposed, seconded and passed by a majority. The Chairman shall have a second or casting vote. The Constitution may only be altered by a three-quarters majority vote at a GM of those Veterans present and voting, the proposed alteration having appeared in the Notice of Meeting. Voting shall normally be by a show of hands unless before or on the declaration of the result of the show of hands by the Chairman a poll is demanded.

DISSOLUTION

The Association may be dissolved by a resolution passed by three-quarters of those present at a GM, duly called for the purpose, ten per cent of the Full Membership constituting a quorum. In such a case, all outstanding debts having been paid, any remaining assets shall be passed to the Marconi Companies Revised Benevolent Fund or failing that to a similar organisation or charity approved at the GM.