

# AOA EUROPE



## RULES

# CONTENTS

<b>INTERPRETATIONS</b>	<b>3</b>
<i>ACCESS TO THE RULES</i>	<i>5</i>
<i>NAME</i>	<i>5</i>
<i>REGISTERED OFFICES</i>	<i>5</i>
<i>OBJECTS</i>	<i>5</i>
<i>STRUCTURE</i>	<i>6</i>
<i>MEMBERSHIP</i>	<i>6</i>
<i>ENTRANCE FEES, SUBSCRIPTIONS AND SPECIAL LEVIES</i>	<i>7</i>
Joining Fees	7
Rejoining Fees	7
Subscriptions	8
Levies	8
<i>MAINTENANCE OF DISCIPLINE</i>	<i>8</i>
<i>GENERAL MEETINGS</i>	<i>9</i>
Convening a General Meeting	9
Accidental Omission to Give Notice	10
Urgent Meeting	10
Requisition of General Meeting by Members	10
Financial Full Members Rights to Add or Amend Motions on the Agenda	10
General Meeting Discussions	11
Place and Timing of General Meetings	11
Quorum for General Meetings	11
No Quorum	11
Rules of Conduct of General Meetings	12
Adjournments	12
Annual General Meetings	12
Business of Annual General Meeting	12
<i>VOTING</i>	<i>12</i>
Voting Process	12
Requirements for Vote to be Carried	12
Requirements for a Secret Ballot	13
<i>GENERAL COMMITTEE</i>	<i>13</i>
Taking over by New General Committee	13
Casual Vacancy on General Committee	13
Removal of General Committee Member or Chairman	14
Change of Chairman and Term Limit	14
Officers	14
Returning Officer and Scrutineers	14
	1

Election of Officers	14
<b><i>ELECTIONS</i></b>	<b><i>15</i></b>
Nomination for Chairman or General Committee	15
Results of Ballot	15
<b><i>FUNDS, ACCOUNTS AND AUDIT</i></b>	<b><i>15</i></b>
<b><i>AMENDMENT TO RULES</i></b>	<b><i>18</i></b>
<b><i>DISSOLUTION OF THE ASSOCIATION</i></b>	<b><i>18</i></b>
<b><i>THE POLICY AND PROCEDURES MANUAL</i></b>	<b><i>20</i></b>
<b><i>POWERS OF THE GENERAL COMMITTEE</i></b>	<b><i>20</i></b>
<b><i>MEMBERS' OBLIGATIONS</i></b>	<b><i>20</i></b>
<b><i>CHARTER OF MEMBERS' RIGHTS</i></b>	<b><i>21</i></b>
Members Right to Self-Determination	21
Members' Right to Information	21
Conduct of Negotiations	22
Members' Right to Participate in General Meetings	22
The Place of Seniority	22
Increasing Membership	22
Members' Rights Permitted by the TULRCA	22

## INTERPRETATIONS

“TULRCA” means the Trade Union and Labour Relations (Consolidation) Act 1992, any Regulations made under that Act, or any UK legislation that replaces the TULRCA and/or its Regulations.

“The Certification Officer” means the Certification Officer approved by the Secretary of State pursuant to Section 254 of TULRCA.

“The Rules” means the Rules of the Association for the time being in force.

“The AOA” means the collective of Trades Unions that represent the pilots of Cathay Pacific Airways and the wholly owned subsidiaries of Cathay Pacific Airways.

“HKAOA” means the Hong Kong Aircrew Officers Association.

“The Association” or “The Aircrew Officers Association” means “AOA Europe” or “AOAE”.

“Member” or “Members” means any person or persons duly admitted as a Member or Members of the Association for the time being, and include Full Members, Associate Members and Honorary Members.

A “Financial Full Member” is any Full member who is current with his or her membership fees and levies, or has the specific approval of the General Committee to vary payments

“General Committee” means the General Committee of the Association for the time being.

“GDPR” means General Data Protection Regulation of the European Union (EU) as of 25th May 2018, EU General Data Protection Regulation 2016/679.

“Officer” or “Officers” will include those persons holding office for the time being, pursuant to appointment or election under The Rules and the Policy and Procedures Manual.

“On Line Voting System” means the voting system described in paragraph 7 of the Policy and Procedures Manual.

“The Registered Office” means the Registered Office of the Association for the time being.

“In Writing” and “Written” means any reproduction of words in a visible form, including by electronic means.

“The Policy and Procedures Manual” means the AOA Europe Policy and Procedures Manual.

“Members with good financial standing” means anyone who the General Committee accepts as being in good financial standing. He or she may either be current with his/her membership fees and levies or has the specific approval of the General Committee to vary the payment schedule.

Essential requirements in these Rules and the Policy & Procedure Manual are identified by use of the words 'will', "shall" or 'must'. The desirable features are introduced by the words 'should' or 'may'.

In these Rules and in the Policy and Procedure Manual words importing the masculine gender shall include the feminine and words importing the singular numbers of the plural and vice versa.

These Rules are intended to meet the requirements of TULRCA, where relevant, and should be interpreted to give effect to the TULRCA as far as possible. Any dispute regarding the interpretation of these rules or arising in a matter where these rules are silent shall be referred to the General Committee and its decision upon any matter of interpretation shall be final.

## **1. ACCESS TO THE RULES**

- 1.1. The Association will comply in all respects with the provisions of TULRCA and any other legislation to which AOA Europe is subject.
- 1.2. Every Member will be provided with a copy of the Rules free of charge. Access to a copy of the Rules via the AOA EUROPE web site will meet this requirement. The Rules may be inspected by any Member at the Registered Office, at any time during office hours.

## **2. NAME**

- 2.1. The name of the Aircrew Officers Association will be "AOA EUROPE".
- 2.2. The name of the Association may be abbreviated to AOAE.

## **3. REGISTERED OFFICES**

- 3.1. The Registered Office is situated at Fir Trees, Claydon, Lechlade, GL7 3DS or such other place in the United Kingdom as the General Committee may from time to time determine.

## **4. OBJECTS**

- 4.1. The object of the Association are:
  - 4.1.1. To Protect and further the interests of the Aircrew Profession and to safeguard and improve the interests and rights of Members of the Association.
  - 4.1.2. To take any lawful action deemed desirable for the benefit and advancement of Members.
  - 4.1.3. To take any lawful action deemed desirable to further the interests of Aviation.
  - 4.1.4. To regulate the relations both collectively and individually between workers employed by Cathay Pacific Airways and its wholly owned subsidiaries and their employers.
  - 4.1.5. To represent members in disciplinary, capability, redundancy or other proceedings or processes, whether informal or formal relating to disputes or issues with their employer.
  - 4.1.6. To take any lawful action appropriate to seek the elimination of unlawful discrimination in Members' workplaces.
  - 4.1.7. To protect, support and enforce members' rights including, but not limited to, health and safety and pay and conditions of work.
  - 4.1.8. To regulate and promote good relations between Members of the Association and to promote Association democracy.

- 4.1.9. To work with other individuals, organisations and companies in order to further any of the above objects, including engaging the services of and/or negotiating beneficial arrangements for Members with third party providers of services and/or benefits.
- 4.1.10. To secure unity of action, in order to protect and further the interests of Members.
- 4.1.11. To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them as the General Committee considered to be the interests of the members or likely directly or indirectly to benefit the Association or any member of it.
- 4.2. The Association will not engage in any political activity.

## **5. Structure**

- 5.1. The Association is a self-determining and independent constituent of the AOA.
- 5.2. Administrative functions of the Association will be provided by HKAOA (or a nominated third party service provider) on behalf of the Association. All permanent staff carrying out these administrative functions will be employed by HKAOA in Hong Kong. Where appropriate the Association may enter into service agreements with local Airline Pilot Associations to provide expertise on local matters. In the event that fulfilling the purpose of any such agreements necessitates the transfer of personal data to and/or the processing of personal data by a local Airline Pilot Association or other third party, the Association will ensure that such transfer/processing is subject to a data processing agreement and/or any other arrangements necessary to comply with UK data protection laws for the time being in force.

## **6. MEMBERSHIP**

- 6.1. The General Committee, or a Sub-Committee appointed by the General Committee for the purpose, may accept or reject any application for membership. No person shall be excluded or expelled from membership of the Association unless the exclusion or expulsion is permitted by TULRCA. Any omission from or inaccuracy or misrepresentation in the particulars relating to the applicant shall entitle the General Committee to determine the membership of such applicant.
- 6.2. Subject to Rule 6.3 and Rule 6.4 below, any person who is:
- ordinarily resident in or reports for work in Europe; and
  - employed as an Air Pilot by Cathay Pacific Airways Limited or any of its wholly-owned subsidiary companies.
  - Not appointed by Cathay Pacific Airways or any of its wholly and subsidiary companies to a Management Position

may be admitted to the Association as a Full Member and hold voting rights.

- 6.3. Notwithstanding Rule 6.2 above, no person shall be eligible for, or retain membership of the Association if he has been convicted of any crime involving fraud, dishonesty, or extortion.

- 6.4. Notwithstanding Rule 6.3 above, the General Committee may, if it is of the opinion that such conviction as is envisaged under Section 6.3 is of a spent, trivial or irrelevant nature admit an applicant to membership or resolve to permit the continued membership of any existing member.
- 6.5. Any member of the Association whose contract of employment is terminated, summarily or otherwise, may retain his membership in the class held on the date of termination, along with all responsibilities, offices and privileges for the period of his notice of termination, or 100 days, whichever is longer. This initial period may be extended quarterly subject to ratification by the Membership.
- 6.6. Associate Class B Members will not hold voting rights and this class of membership will be available to those who have retired or resigned from Cathay Pacific Airways Ltd or any of its wholly-owned subsidiary companies, and were Full Members of the Association, at the time of retirement or resignation from the Company, at the discretion of the General Committee.
- 6.7. Honorary Membership will be available to any persons at the discretion of the General Committee. Honorary Members will not hold voting rights.
- 6.8. The Association will maintain a register of the names and postal and email addresses of Members.

## **7. ENTRANCE FEES, SUBSCRIPTIONS AND SPECIAL LEVIES**

### **Joining Fees**

- 7.1. On joining the Association each new Member, of any class, will pay a Joining Fee. The amount of Joining Fee payable will be up to a maximum of:

Full Member	-	£25
Associate Class B Member	-	nil
Honorary Member	-	nil

The General Committee may reduce the rate below the maximum for all or any Members at their discretion. Joining fees will be submitted to the Association.

New members will not be charged a joining fee if transferring from any other Cathay Pacific Group Trade Union.

### **Rejoining Fees**

- 7.2. Any former Member who applies to rejoin the Association in accordance with the provisions of this Section may be approved for membership by the General Committee upon payment of all outstanding indebtedness to the Association and payment of a rejoining fee.

That rejoining fee will be £50

Under exceptional circumstances the Committee may waive all or part of the rejoining fee.

Rejoining fees will be submitted to the Association.



## Subscriptions

- 7.3. Subscriptions will be determined by an annual amount, which will be paid by equal monthly instalment. Subscriptions will be paid to the Association within thirty days of written demand thereof.
- 7.4. Until otherwise amended the annual subscription will be computed and paid at up to a maximum of the following rates of the annual salary of each Member, according to his class of membership:

Full Member	1.25%
Associate Class B Member	Nil
Honorary Member	Nil

The General Committee may reduce the rate below the maximum for all or any Members.

## Levies

- 7.5. The Association may in General Meeting resolve from time to time to raise a special levy in such amount, and to be devoted to such purposes, as the Meeting resolving thereon will determine. Special levies will be paid to the Association within the time specified for payment by the resolution of the General Meeting authorising the raising of same or, if not so specified, then within thirty days of the date of written demand made therefore by the Association.

## 8. MAINTENANCE OF DISCIPLINE

- 8.1. Any Member:

- in breach of the Rules;
- acting in a manner contrary to or prejudicial to any resolutions made by members in General Meeting or the General Committee;
- whose conduct has, in the opinion of the General Committee, rendered him unfit to retain membership of the Association; or
- who, in the opinion of the General Committee, is guilty of conduct prejudicial to the interests of the Association or in conflict with the objects of the Association,

may be expelled from the Association by the General Committee or his membership may be suspended by the General Committee for any period, or his membership may be continued upon fulfilment of such conditions as the General Committee may see fit to impose.

- 8.2. In any instance where the General Committee is of the opinion that, prima facie, a Member has conducted himself in the manner prescribed in Rule 8.1, it may direct the General Secretary or the Secretary to give written notice to that Member setting out the allegation or allegations of misconduct, and specifying a time and a place at which the allegations shall be enquired into, and the Member shall be given every reasonable opportunity to give his answers or defence thereto. Having enquired into the allegations and having heard the answers or defence, if any, of the Member, the General Committee shall then, or at such subsequent time as they shall determine,

advise the Member in writing of their decision on the allegations, and if any such decision shall include a finding that the Member is guilty of the misconduct alleged, such notice shall so state and shall also state whether the Member is expelled, or suspended, or whether his membership is to continue upon fulfillment of conditions, and if so, they shall be specified.

- 8.3. In the case of a General Committee Member or the Chairman, such hearing may be conducted by an independent panel, at the discretion of the General Committee, to ensure that the principles of natural justice are followed.
- 8.4. The Member will be given written notice of the decision by the General Committee, and will be afforded every reasonable opportunity to respond.
- 8.5. Any Full Member aggrieved by any decision given pursuant to this section or the Removal of General Committee Member or Chairman Rule, may, within twenty-eight days of receipt of such decision, make written demand to the General Committee for the convening of a General Meeting and may demand a Live Meeting. The General Committee will convene a General Meeting not later than thirty-five days from receipt of the demand. The notice convening such General Meeting will set out the allegation made against the Full Member demanding the Meeting, and will be accompanied by a copy of such decision, and a resolution to re-affirm General Committee actions will be provided to the financial Full membership to vote upon. Upon the holding of such General Meeting the Full Member will be given every opportunity of voicing his or her grievances against such decision, and the General Committee will have further right of reply. Should the resolution fail then all actions taken by the General Committee against the Member will be annulled. Members holding a class other than Full may be granted the rights under this clause at the discretion of the General Committee.
- 8.6. Actions taken against a member for non-payment of subscriptions will not entitle the member the right to call a General Meeting.
- 8.7. No member or former member will be unjustifiably disciplined contrary to the provisions of TULRCA.

## **9. GENERAL MEETINGS**

- 9.1. The purpose of Association General Meetings is to allow the membership to conduct decision making on significant policies, procedures and agreements. In order to allow fair and full participation, all such membership decisions will be taken over a period of time using an Online Voting System.

### **Convening a General Meeting**

- 9.2. The General Committee will convene all General Meetings, excepting those convened under Rule 8.5 and Rules 9.7 to 9.12 (Requisition of General Meeting by Members).
- 9.3. All Financial Full Members will be given the opportunity to vote on all resolutions using the online voting system.

## **Accidental Omission to Give Notice**

- 9.4. Accidental failure or omission to give any one or more Members notice of a Meeting or the Meeting's agenda will not invalidate the proceedings of that Meeting.

## **Urgent Meeting**

- 9.5. In any instance that the General Committee certifies to be of immediate urgency, a General Meeting may be convened with not less than twenty-four hours notice

## **Requisition of General Meeting by Members**

- 9.6. The General Committee will, upon a written requisition signed by not less than one-tenth of the number of Members entitled to vote for the time being, convene a General Meeting of the Association. Such General Meetings will be convened in accordance with General Meeting timing in the Policy and Procedure Manual. The timing shall commence within three working days from receipt of the requisition.
- 9.7. Upon presentation of the requisition the Members requesting the General Meeting will also present any motions for the agenda. The General Committee may include additional motions.
- 9.8. The General Committee will decide the location and time of the meeting and may, at their discretion, shorten the time period for convening but to no less than 24 hours. The membership will be advised of the reasons for any such shortening and a note made in the minutes of the meeting.
- 9.9. Should circumstances change that may alter the need to hold, or purpose of, the meeting the General Committee may approach any or all petitioners to ask if they still wish to proceed with the meeting. In the event that written responses reduce the number of petitioners below the one-tenth threshold the General Committee may, at their discretion, cancel the meeting.
- 9.10. The Policy and Procedures Manual will cover procedures for the Members to have access to this right, and the practical ability to use this right.

## **Financial Full Members Rights to Add or Amend Motions on the Agenda**

- 9.11. Any financial Full Member may request that a seconded motion be placed on the agenda, or may place an amendment to a motion that has already been advised.
- 9.12. Members must advise the General Committee within 7 days of the issue of notice of a General Meeting the full details of the motion or amended motion.
- 9.13. The General Committee may provide advice and may, at their discretion, reject the motion or amendment. Members will be advised of such rejection within 7 days of receipt of the motion or amendment.

- 9.14. Should a motion or an amendment to a motion be rejected by the General Committee the Members, upon gathering the signatures of twenty-five financial Full Members in support will have the right to insist that the motion or amendment be included on the agenda of the applicable General Meeting. Signatures must be provided to the General Committee within 7 days of advice that the motion or amendment has been rejected.
- 9.15. Amended motions will be voted upon contemporaneously with the original motion and in a manner that indicates a clear result. Procedures to achieve this will be contained in the Policy and Procedures manual.
- 9.16. Members will be provided with access to the membership in order to request support for his or her petition for the motion or amendment in accordance with the Policy and Procedures.
- 9.17. An amendment must be relevant to the subject matter of the motion. An amendment that is a direct negative of the motion will be out of order.

## **General Meeting Discussions**

- 9.18. The General Committee will ensure that the means for discussion is made available to the Members prior to and during the voting period for all General Meetings. Discussion procedures will be contained in the Policy and Procedure Manual.

## **Place and Timing of General Meetings**

- 9.19. Subject to the timetable set out in the Policy and Procedures Manual, all General Meetings will be held at such times, and for Live Meetings places, as the General Committee will decide.

## **Quorum for General Meetings**

- 9.20. The quorum for General Meetings, and for the vote on each individual motion, will be one-third of the financial Full Members of the Association. For an online vote this quorum will be calculated by using the total number of votes cast for each motion.

## **No Quorum**

- 9.21. If at the appointed closure time for the General Meeting votes the number of votes cast is insufficient to constitute a quorum, the General Committee will adjourn the meeting for at least ten days but not more than 49 days. The Secretary will send the notice for calling the adjourned meeting and the agenda to each financial Full Member at least seven days prior to the meeting. At that meeting, a quorum will be formed by whatever numbers of votes are cast. With the exception of those matters regarding change in the name of the Union, federation or amalgamation with other trade unions and any other matters for which requisite votes are prescribed by TULRCA by the Rules of the Association, all decisions of the adjourned meeting will be valid if they are made by a majority of votes cast. These decisions will be binding on all Members. However, the notice for the adjourned meeting will specify in detail the provision of this Rule for the reference of all financial Full Members. In case the meeting is convened under the Requisition of General Meeting by Members Rule and the number of votes cast is insufficient to constitute a quorum, the meeting will be called off and no adjournment will be made.

## **Rules of Conduct of General Meetings**

9.22. All Meetings of the Association will be conducted in accordance with the procedures laid down in these Rules and in the Policy and Procedures Manual.

## **Adjournments**

9.23. Any General Meeting may be adjourned, with the agreement of the Chairman, and notice will be given of when the General Meeting will be reconvened.

## **Annual General Meetings**

9.24. The Association will hold an Annual General Meeting within the months of July, August or September.

## **Business of Annual General Meeting**

9.25. The business of every Annual General Meeting will include:-

- To receive, consider and approve the Audited Annual Accounts of the Association, and to receive and consider the Auditors' Report on such Accounts,
- To appoint Auditors for the next financial year,
- To declare the names of the incoming Chairman and General Committee.

## **10. VOTING**

### **Voting Process**

10.1. The Policy and Procedures Manual, in accordance with the s.51 of the TULRCA, contains procedures whereby every financial Full Member has a reasonable opportunity of voting on Association motions.

### **Requirements for Vote to be Carried**

10.2. A motion will be passed if either;

- More than two-thirds of the total votes cast are 'for' the motion or,
- More than 50% of the total number of financial Full Members vote 'for' the motion.

10.3. In the case of a General Meeting which is adjourned because the General Meeting does not have the necessary quorum, all motions of the reconvened General Meeting will be passed if they are

made by a majority of votes cast. That is; more than 50% of the total votes cast are 'for' the motion.

## **Requirements for a Secret Ballot**

10.4. The following matters will be decided by secret ballot as follows:-

- the election of the Chairman and the Members of the General Committee, will be decided by secret postal ballot conducted by the Scrutineer,
- change of name of the Association, becoming a Member of an organisation which is established in a foreign country, federation of the Association with any other Trade Union or with a Trade Union Federation will be decided by secret ballot conducted by the Returning Officer,
- amalgamation of the Association with any other Trade Union, will be decided by a secret post ballot conducted by the Scrutineer

10.5. The Returning Officer or Scrutineer as the case may be will conduct any vote or secret ballot as per the procedures laid down in the Rules, the Policy and Procedures Manual and the provisions of TULRCA where relevant.

## **11. GENERAL COMMITTEE**

11.1. The number of elected Members of the General Committee will not be less than 2 or more than 10.

11.2. The term of office for members of the General Committee will be 2 years.

11.3. Any financial Full Member may be elected to the General Committee.

## **Taking over by New General Committee**

11.4. The outgoing General Committee Members will be replaced by the newly elected General Committee Members at the closure of the Annual General Meeting following their election.

## **Casual Vacancy on General Committee**

11.5. If the positions on the General Committee are not filled by the ballot referred to in Rule 10 above then the General Committee may, at their discretion, and at any time during their term, direct the Scrutineer to conduct another ballot to fill any vacant positions. This ballot will be conducted in the manner as directed in Rule 10.

11.6. If a position becomes vacant then within 2 months the Scrutineer will commence the same procedures as per the ballot referred to in Rule 10 above to find a new committee member.

## **Removal of General Committee Member or Chairman**

- 11.7. The Association in General Meeting may at any time by resolution remove any Member of the General Committee, or the Chairman, and the position will be filled as per a Casual Vacancy.

## **Change of Chairman and Term Limit**

- 11.8. The term of office of the Chairman will be for 2 years.
- 11.9. The Chairman will be limited to two consecutive full terms of office. He or she may stand again after a period of one year or more out of office.
- 11.10. The Chairman will retire on the declaration of the results of the ballot for the new Chairman at the Annual General Meeting at the end of his or her term. The Chair of the General Meeting may pass to the new Chairman.
- 11.11. Should the Office of the Chairman become vacant then the General Committee shall direct the Scrutineer to conduct another ballot to fill the vacant position. This ballot will be conducted in the manner as directed in Rule 10 above.

## **Officers**

- 11.12. The Principal Officers of the Association will be Chairman, the Secretary and any other such Officers as may be defined in the Policy and Procedures Manual.
- 11.13. An individual may only hold one Principal Officer Position at any one time.

## **Returning Officer and Scrutineers**

- 11.14. The General Committee shall appoint from the general body of financial Full Members a Returning Officer.
- 11.15. The General Committee shall appoint, before the election is held, an independent Scrutineer who is qualified under Section 49 of TULRCA to supervise and report on elections in accordance with TULRCA.
- 11.16. Neither the Returning Officer nor the Scrutineers may be Members of the General Committee.

## **Election of Officers**

- 11.17. As soon as practicable after the conclusion of every Annual General Meeting, and within twenty-eight days, the Chairman will call a meeting of the General Committee at which meeting the order of business will include the following:

- the election of Officers other than the Chairman.
- the appointment of sub-committee Members
- the appointment of representatives to other affiliated organisations
- the appointment of a Treasurer
- confirm the appointment of the auditors appointed at the Annual General Meeting
- the approval of authorised Signatories of the Association's cheques

## **12. ELECTIONS**

### **Nomination for Chairman or General Committee**

- 12.1. Any financial Full Member of the Association may nominate any other financial Full Member to stand for the office of Chairman or to stand for election to the General Committee. No nomination will be valid unless it is countersigned by the nominee.
- 12.2. If a nominated Member subsequently wishes to withdraw he or she must do so in writing addressed to the Scrutineer before the commencement of the Ballot, otherwise the nomination will stand.
- 12.3. In good time before the expiry of the terms of office of members of the General Committee and the Chairman the General Committee will appoint a Scrutineer to conduct a secret ballot of these positions.
- 12.4. The highest polling nominee for Chairman will be elected to the position of Chairman.
- 12.5. The highest polling General Committee nominees will be elected to the General Committee.
- 12.6. In accordance with the TULRCA, a ballot will not be required in the event of an uncontested election.
- 12.7. A financial Full Member eligible to be nominated for either Chairman or to the General Committee may be nominated to both simultaneously. Should he or she be elected to both positions then his elected position on the General Committee will become vacant and the vacancy will be filled in the first instance by the next highest polling General Committee.

### **Results of Ballot**

- 12.8. The Scrutineer shall report the results of the ballot to the Chairman and Vice Chairman who will then inform the Members as soon as reasonably practicable, and in any event within three months of receipt of the Scrutineer's report. The Scrutineer's report will be presented to the Chairman of the Annual General Meeting for insertion in the Minutes of that General Meeting.

## **13. FUNDS, ACCOUNTS AND AUDIT**

- 13.1. The Treasurer will draw up an annual budget for approval by the General Committee.
- 13.2. The funds of the Association may be applied or utilised for any of the following purposes, which will be deemed to be Objects of the Association:-



- 13.2.1. in payment of any proper debts of and expenses incurred by the Association and the Officers, including salaries and other remuneration paid to the Staff, Officers and Auditors of the Association and towards the acquisition of any property, goods, or services including the services of HKAOA and any other association which the Association will consider necessary for the furtherance of its objects.
- 13.2.2. towards the establishment and maintenance of schemes of insurance, education, medical services, legal or other professional aid, recreation and entertainment, and any other scheme that the Association may deem expedient for the assistance or benefit of Members and their families.
- 13.2.3. in making grants, or loans, to any Member, and/or the family of a Member or a deceased Member, and in particular to those of them as may be sick, destitute or unemployed, in any instance where the Association will consider the same to be in furtherance of the objects of the Association.
- 13.2.4. in establishing any co-operative for the supply or acquisition of property, goods or services for the benefit of Members and their families.
- 13.2.5. for the conduct, publishing and distributing to Members and other interested parties of a News Magazine or similar publication for the furtherance of the objects of the Association. Such a publication may at the discretion of the General Committee carry paid advertisements in order to defray the costs of production.
- 13.2.6. for the conduct of any trade dispute on behalf of the Association or any Member, and by way of compensation to any Member or Members for loss arising out of trade disputes.
- 13.2.7. in the prosecution of any legal proceedings in which the Association or any Member is or may become a party, in any instance where the General Committee may consider it in the interests of the Association or of a Member or Members to do so, due regard being had to the Objects of the Association.
- 13.2.8. towards the payment of subscriptions, fees, contributions or donations to a registered Trade Union Federation or other lawful associations or combination.
- 13.3. Any investments made by the Association will be of a low risk nature. The Association may invest funds not required for the purposes of the Association for the time being in stocks and shares of any company that employs Members of the Association, or parent company thereof. Stocks and shares held will be no more than the minimum required to achieve full normal shareholders rights. The Association may invest in any debentures or bonds of any publicly listed Company or of any Government or Public Authority or Corporation, or may put out the same on any other securities, loans or mortgages.
- 13.4. The Association may borrow money with or without security, and with or without interest. Approval of the membership at a General Meeting is required.
- 13.5. No funds may be withdrawn from a Principal Bank Account of the Association save upon the signature of any two of the persons appointed by the General Committee for the purpose and according to the rules laid down in the Policy and Procedures Manual.
- 13.6. The funds of the Association may only be utilised for the Objects of the Association, or in the manner prescribed in the Rules relating to dissolution of the Association.

- 13.7. The financial year will, until otherwise decided by the General Committee, commence from the 1st day of April in each calendar year and expire on the 31st day of March in the succeeding calendar year.
- 13.8. Upon the expiry of each financial year the Treasurer will prepare an account of income and expenditure and a Balance Sheet in respect of that financial year.
- 13.9. The account books of the Association, vouchers, cheque books, receipt books and any other books, documents or electronic files relating to or evidencing the receipt or payment of moneys by the Association will be kept in the custody of the Treasurer, or duly appointed Administrative Staff under the direction of the Treasurer or their assistant.
- 13.10. Any Member of the Association may have inspection of the books of accounts of the Association at any reasonable time, upon making an application to the Treasurer. For clarification this will detail income received and bills paid. It will not include information of a personal nature or that which may be subject to the GDPR, the Data Protection Act 2018, and/or other UK legislation regulating personal data.
- 13.11. True copies of the Audited Annual Accounts and the Auditors' Report thereon are to be presented at the Annual General Meeting. They will be made available to all Members prior to the General Meeting on request.
- 13.12. The Treasurer shall ensure that accurate accounting records are kept and audited by the auditors annually and shall compile any annual returns required of the Association by the Certification Officer and lodge such returns with the Certification Officer and provide that an annual financial statement to members in accordance with the requirements of TULRCA.
- 13.13. The General Committee shall appoint at its first meeting following the Annual General Meeting a Treasurer in whom all the property and funds of the Association shall be vested in trust for the Association. The Treasurer shall hold office for the period commencing from the end of the first meeting of the General Committee at which they were appointed until the end of the first General Committee meeting after the next following Annual General Meeting. In the event of a casual vacancy the General Committee shall appoint a Treasurer to fill that vacancy at the next following General Committee meeting. The General Committee may at any time remove a person from the office of Treasurer for any reason and may appoint someone to fill the casual vacancy so created.
- 13.14. The duties of the Treasurer shall be:-
  - in accordance with the directions from the General Committee to invest, safeguard and keep all funds and property of the Association received by them in such manner as may, from time to time be authorised by legislation for the investment of trust funds
  - to examine all accounts submitted for payment
  - as and when required by the General Committee to direct a bank, at which all cash not immediately required by the Association is placed in an account, to honour not less than any two of the joint signatories of the persons (not being the Treasurer), named in the direction whereupon the Treasurer shall be relieved from all liability in respect of payments made in the nature authorised by direction while it is in force.
  - to defray from the funds of the Association the expenditure incurred or authorised by the General Committee and Chairman

- 13.15. The Treasurer shall have the authority to enter into such transactions and to execute such documents as may be necessary for the proper management and investment of the funds of the union and, acting on the direction of the General Committee shall have the power to borrow money on security or otherwise and to dispose of any assets of the Association.
- 13.16. The Treasurer shall be authorised to take such professional advice as they deem necessary, from time to time to ensure the proper investment and management of the funds of the Association and to deploy any expense of taking such advice out of the funds of the Association. If such professional advice necessitates the transfer of personal data to and/or the processing of personal data by a third party, the Association will ensure that such transfer/processing is subject to a data processing agreement and/or any other arrangements necessary to comply with UK data protection laws for the time being in force.

## **14. AMENDMENT TO RULES**

- 14.1 The Association Rules may be amended only by Membership resolution in a General Meeting and in compliance with TULRCA.
- 14.2 The Policy and Procedures Manual may be amended by order of the General Committee. However in doing so the following procedure will be followed:
- The Members will be notified of the amendments.
  - Both will be given twenty eight days to object. Objection must be in written form.
  - In the event that greater than one-tenth of the Members object then the changes will be put to the vote of the Members at General Meeting.
- 14.3 The Members may order amendment to the Policy and Procedure Manual by resolution at a General Meeting.

## **15. DISSOLUTION OF THE ASSOCIATION**

- 15.1. The Association in General Meeting may at any time resolve to dissolve the Association, and upon so doing, will appoint one or more liquidators to supervise the liquidation of the assets and liabilities of the Association and will give directions as to the disposal of the Minutes Books, Register of Members, Account Books and other books, documents and papers of the Association and other properties for which buyers are not likely to be found, as to the period in which liquidation is to be effected and as to the distribution or disposal of the funds or other assets of the Association.
- 15.2. Upon the appointment of a liquidator or liquidators he or she (or if more than one, then they jointly) will be deemed to be exclusively vested with the powers, rights and authorities conferred upon the General Committee and every Officer of the Association.
- 15.3. In the event that any liquidator will die, become bankrupt or refuse or become unable to act as liquidator, then the person who at the date of the resolution to dissolve the Association held office as Secretary will convene a General Meeting within seven days to appoint a new liquidator.

- 15.4. The liquidator or liquidators may be paid such remuneration as the Association in General meeting may determine, out of the funds of the Association.
- 15.5. The General Meeting resolving upon dissolution of the Association may direct that the whole or any part of any surplus funds of the Association remaining after realisation of all assets and payment of all debts and discharge of all liabilities, be applied in any manner allowed under the Rules which may be consistent with liquidation of the Association and or may be distributed equally amongst the persons who at the date of the resolution to dissolve were Members of the Association.
- 15.6. Upon completion of liquidation of the affairs of the Association but before making final disposal of the liquid funds of the Association remaining after payment of all debts and discharge of all liabilities, the liquidator will prepare the final accounts of the Association showing the intended final disposal of such funds, and will present the same together with his report on the liquidation to the Association in General Meeting, and if such accounts and report will be accepted the Association will then be deemed to be dissolved and the liquidator will as soon as possible thereafter effect final disposal of such fund.

## **16. THE POLICY AND PROCEDURES MANUAL**

- 16.1. The Association will maintain a Policy and Procedures Manual. All Members, Staff Members, General Committee Members, Officers and the Chairman will act in accordance with that Manual.
- 16.2. The Policy and Procedures Manual may be amended by General Committee resolution. However in doing so the following procedure will be followed:
  - The Members will be notified of the amendments.
  - They will be given twenty eight days to object. Objection must be in written form.
  - In the event that greater than one-tenth of the Members object, the proposed changes will be subject to a vote of the financial Full Members at General Meeting.
- 16.3. The Members may request change to the Policy and Procedure Manual by making a written submission to the General Committee. The General Committee may accept the request at their sole discretion, and, if approved, will action it in accordance with Rule 16.2. If they reject the request they must inform the financial Full Membership of the request and the reasons for their decision.
- 16.4. The financial Full Members may require a change to the Policy and Procedures Manual by including a motion to that effect at a General Meeting.
- 16.5. The Policy and Procedures Manual will be made freely available to the Members.

## **17. POWERS OF THE GENERAL COMMITTEE**

- 17.1. The execution of such of the powers and functions of the Association which are not governed by TULRCA and Associated the Regulations, or Rules conferred exclusively upon the Association in General Meeting, will be vested in the General Committee who will transact the general business of the Association, administer the properties and assets of the Association and in whom will be vested the power to negotiate and contract on behalf of the Association in any matter, except as specified in Rule 17.2.
- 17.2. The General Committee will not have power to agree on behalf of Members to alteration of working contracts or Conditions of Service of such Members unless a separate and specific resolution to this effect is passed in General Meeting or by secret ballot and such resolution will clearly state to which discussion or series of discussions it thereby grants this power.
- 17.3. The General Committee will have power to take, lease, purchase or otherwise acquire any office or building for the use of the Association and to enter into such obligations, commitments, contracts and acquire, dispose of and deal with the properties of the Association in such manner and at such time or times as they will in their discretion see fit.

## **18. MEMBERS' OBLIGATIONS**

- 18.1. Upon admission to membership of the Association, every Member will be bound by the Rules, and the Policy and Procedures Manual.

- 18.2. Members will meet their financial obligations to the Association promptly and fully, in accordance with the Policy & Procedures Manual.

## **19. CHARTER OF MEMBERS' RIGHTS**

### **Members Right to Self-Determination**

- 19.1. It is the right of all Association Members to collectively determine the Association's reason for being, actions, allegiances and the like.
- 19.2. The General Committee is responsible to the membership for coordinating the Association's activities. To allow membership participation in policy decisions, the General Committee will take reasonable measures to inform the membership on Association business in a timely manner, and obtain regular feedback.

### **Members' Right to Information**

The following rules apply in respect of members' access to information:

- 19.3.1 The Association will comply with its obligations under the General Data Protection Regulation (GDPR) and Data Protection Act 2018 in relation to personal data. Members have the right to obtain access to their personal data from the Association together with confirmation of the purposes for which their data are processed (which will be the purposes of the Association as set out in these Rules), the categories of data concerned, the recipients or categories of recipient to whom personal data have been or will be disclosed, where applicable the intention to transfer personal data to a third country and details of and access to the safeguards in place, the period for which data are stored or criteria for determining that period, the existence of the right of rectification or erasure, the right to lodge a complaint with the Information Commissioner, information about the source of any data not provided by the member themselves, the existence of any automated decision-making, and information about the transfer of any data to any third country including any safeguards in relation to such transfer.
- 19.3.2 Members have a right to inspect the Association's accounting records relating to their periods of membership for up to 6 calendar years commencing on 1 January after the period in question, under sections 29 and 30 of the Trade Union and Labour Relations Consolidation Act 1992. Such access will be arranged for a member who makes a request to inspect such records, together with any accountant accompanying him or her for that purpose, within 28 days of the request. Any information obtained as a result of such access, including in particular any information which identifies particular payments to individual members, officers or employees of the Association, must be treated as confidential and not disclosed to any third party (i.e. any person or organisation other than a member, officer or employee of the Association) or used for any purpose likely to damage the interests of the Association or its members. Any breach of these requirements may be treated as a disciplinary matter under Rule 8, but for the avoidance of doubt nothing in this Rule shall prevent any member from disclosing or relying on information obtained from access to accounting records in connection with any complaint to the Certification Officer or other legal action or in connection with any complaint or allegation that the Association or any member, officer or employee has contravened any legal obligation or otherwise acted improperly, provided that such complaint or allegation is pursued in a reasonable manner within the Association or with another person or organisation that is appropriate for that purpose in all the circumstances. Any member making use of this right of access shall ensure that any accountant accompanying him/her is aware of the requirements of confidentiality in relation to

any information that the accountant might see or obtain in the course of inspecting the accounting records and agrees to abide by them.

- 19.3.3 In the case of any request by a Member for information or data held by the Association that is neither personal data nor an accounting record, if the release of information or data is considered by the officer or member of AOA Staff who first considers the request to be potentially detrimental to the interests of the Association, its release will be determined by a vote at the next General Committee Meeting and the requesting Member advised in writing of the outcome of that meeting, including the number of votes for and against, and the time at which the information will become non-sensitive, if any.

## **Conduct of Negotiations**

- 19.4 The membership has the right to expect that any negotiation will be conducted in a positive manner seeking a negotiated agreement. When, in the opinion of the Association's negotiators, a conclusion has been reached, whether successful or not, then the results of the negotiation will be referred to the General Committee. The General Committee will, in turn, refer the results to the Membership with a recommendation. All financial Full Members will then have an opportunity to vote on acceptance.

## **Members' Right to Participate in General Meetings**

- 19.5 All Members in good financial standing should be afforded ample opportunity to participate in free discussion on relevant Association business and motions prior to General Meetings. This will be provided through appropriate media, electronic or otherwise.

## **The Place of Seniority**

- 19.6 The Association recognises the importance of the principle of seniority.

## **Increasing Membership**

- 19.7 The strength of the Association is in its membership numbers. Without strong reasons, impediments will not be put in place to take on Members. Any such impediments will be voted upon on an annual basis. No one shall be excluded from membership of the Association unless such exclusion is permitted by TULRCA.

## **Members' Rights Permitted by the TULRCA**

- 19.8 The Association recognises the Rights of Members in accordance with the TULRCA, including:
- (a) Right to ballot before Industrial Action.
  - (b) Right not to be denied access to the courts.
  - (c) Right not to be unjustifiably disciplined.
  - (d) Right not to suffer deduction of unauthorised subscriptions.
  - (e) Right to terminate union membership.