



AIRBORNE ENGINEERS ASSOCIATION

Project Pathway

A paper on the potential merger of the Airborne Engineers Association and The Royal Engineers Association (Airborne Branch)

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1. Introduction

This paper sets out the terms of a potential merger between the Airborne Engineers Association (AEA) and the Royal Engineers Association (Airborne Branch) (REA(A)).

It is stressed that the contents of this paper and the associated Memorandum of Understanding (MOU) do not, as yet, constitute a formal agreement with the REA to merge the two organisations. Such an agreement will only be entered into following a period of consultation with the AEA membership and a ballot of the members in favour of such a merger.

2. Background

The question of a merger between the AEA and REA(A) has been raised on many occasions since the formation of the REA(A). It is a highly emotive subject with strong views being expressed both in favour and against such a merger.

At the AEA AGM held in Nottingham a vote was taken on the question of a merger, the outcome of which was that the AEA chose not to merge with the REA(A) and also decided that the subject would not be discussed again for a period of at least 10 years – that period has long passed.

In the interim period, the AEA has enjoyed a successful period growth and is firmly established as the main organisation representing veteran Airborne Engineers. In recent years however recruitment has become increasingly difficult, and the age demographic of the membership has increased – we are all getting older.

It is the opinion of the executive committee of the AEA that, unless the question of recruitment can be successfully addressed, the membership will dwindle, and the very existence of the association would be threatened.

The REA(A) is closely associated with 23 Parachute Engineer Regiment and has access to newer generations of Airborne Sappers that the AEA would seek to recruit. It is with this in mind that the committee decided to re-visit the question of a merger with the REA(A).

Following the AEA AGM of 2023 held at Great Malvern, the executive committee were mandated by the association to approach the REA, REA(A) and 23 Parachute Engineer Regiment to discuss what a potential merger would look like.

3. Negotiations with the REA and REA(A)

A working party consisting of the AEA National President, Baz Bassett, the Chairman of the REA(A), Phil Taylor and the CEO of the REA, Ken Kirk, was formed to discuss a potential merger. They were tasked with producing a Memorandum of Understanding which would set the terms that would govern any potential merger.

The resultant MOU has been discussed and amended several times by the AEA executive committee until a final acceptable version was produced, it is not a binding agreement governing a merger until it has been voted on and accepted by the AEA membership.

The resulting MOU is at Appendix A to this paper, it has been signed as agreed in principle by Ken Kirk on behalf of the REA and Baz Bassett on behalf of the AEA.

4. Frequently Asked Questions

The executive committee are aware that the membership will have many questions around a potential merger. We have attempted to answer these questions by producing a table of Frequently Asked Questions (FAQ's) which is attached at Appendix B to this paper.

5. Next Steps

This paper will be distributed to all branches, it will be posted on the AEA webpage and all of the various Airborne Engineer Facebook pages. The AEA webmaster will e-mail a copy to all members on the AEA database – please make sure your details are up to date.

There will be a period for consultation that will last until 30th September. We would ask that any member who has a question not covered by the FAQ's submit that question, in writing, to the association secretary Mike Robertson by that date. Mike will add these questions to the FAQ's and the executive committee will discuss the contents and provide a response. Responses will be added to the list of FAQ's and not communicated to individuals.

Please do not post questions on Facebook as we will not respond.

The FAQ's will be updated and redistributed prior to the AGM in Hull.

At a date after the AGM, still to be decided, we will hold a national ballot of the full AEA membership. In order to do this, we need to make sure that all members details are correct on the AEA database. Please contact Dave Pace if you need to update your details.

Steve Wallis

National Chairman

Airborne Engineers Association

Appendix A – Memorandum of Understanding

MEMORANDUM OF UNDERSTANDING

On the potential merger of the Airborne Engineers Association AEA and the Royal Engineers Association Airborne Branch REA(A).

1. Introduction

This MOU formalise the agreements between the AEA and the REA to facilitate the AEA to join the REA. The AEA will, hopefully merge with the Royal Engineers Airborne REA(A) branch. This combined branch will be the largest National Branch and will uniquely have regional Branches. This MOU recognises a successful veteran organisation that has been operating independently since 1987 and aims to ensure the AEA maintains its operating autonomy, while receiving support from the REA. If the merger goes ahead the AEA and REA(A) will become the AEA a National Branch of the REA.

2. Objectives of the Merger

The primary objectives of the proposed merger are:

To enhance the support and services provided to members and beneficiaries.

To strengthen the public profile and fundraising capabilities of the combined entity.

To preserve the heritage and identity of the AEA within the broader REA framework.

To increase recruiting by providing one organisation with stronger links to 23 Parachute Engineer Regiment.

To strengthen the AEA structure by having a mix of veteran and Regular soldiers from 23 Parachute Engineer Regiment.

To remove confusion of two Airborne veteran organisations for potential new members.

3. Legal and Governance Framework

3.1. Legal Structure

The AEA is a well-known brand with its own shop that has branded AEA items. The rules that it operates under are very similar to REA and have stood the test of time. If the AEA merges with the REA (A) the AEA will retain its present constitution the name of the organisation will remain AEA and the REA (A) will become the AEA.

The AEA will relinquish its charitable status and will come under the REA charity registration number with appropriate governance structures in place to manage the merged entity's operations and finances. The merger of the two charities will require a Transfer Agreement signed by trustees of both charities. This requirement is laid down in the Charity Commission guidance "How to merge Charities" dated 7 Mar 24.

3.2. Governing Documents

The REA's governing documents will be amended to incorporate specific provisions for the AEA, ensuring that the AEA's distinct identity and operational focus are maintained within the new structure.




4. Financial Arrangements

4.1. Transfer of Assets and Liabilities

The AEA's national branch fund, approximately £20,000, and the REA(A) branch fund approximately £8,000 will be transferred to a designated REA account and ringfenced for the AEA's exclusive use. This fund will be audited according to REA policies. The National Branch treasurer submits invoices to the REA for payment. The REA have a dedicated finance Clerk who pays invoices generally within two days. This method of managing the AEA National Branch fund minimises accounting, negates internal audits, and ensures the best rate of interest.

AEA branches will retain their existing bank accounts and funds, which will be audited annually by the REA independent auditors. This entails supplying a simple balance sheet annually.

4.2. Financial Reporting

All financial activities related to the AEA will be reported under the REA's financial statements, ensuring transparency and accountability.

4.3 Income generated.

The AEA will be entitled to bid to the REA Unit welfare fund by the same process as REA Branches.

Income generated by the AEA National Central e.g. interest, legacy's, Shop Profit (current and future) will be held in the REA central account "ring fenced" AEA.

The AEA will retain its shop, where possible the AEA will avoid duplication of sapper shop stock items.

As a National Branch the REA will receive an annual grant from the REA.

Branch annual subscriptions are set by branches.

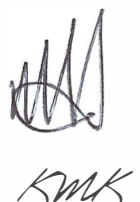
5. Membership and Subscription of AEA Members

5.1 Membership Rights

All members of the AEA will have grandfather rights to join the REA as full or "All Arms members" if non-RE. (Honorary Member in AEA rules). For members of the AEA, on merger, there is no cost on joining the REA. Members joining the AEA after the merger who have contributed to the Days' Pay Scheme can take up life membership free of charge. Those Sappers that did not subscribe to the days' pay scheme will be required to pay the REA joining fee. Post Merger to join the AEA as an All-Arms Member new members will be required to pay the REA "All Arms member joining fee. REs" Sappers over 70 years of age are entitled to join the REA free of charge and that is not dependant on days pay scheme.

Any person who has served on the posted strength of an Airborne Engineer Unit Regular or Reserve or any Corp member who has served with special forces are eligible to join the AEA.

Branch Honorary Member (All Arms Members) Any person who have had a special connection with the Corp or association and are elected by the Branch Executive Committee (BEC) can become all



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arms members and are entitled to attend Branch meetings. They will be liable to pay branch annual subscriptions.

5.2. Subscription Fees

The REA's fee structure will apply to all members, with provisions for waiving fees for certain members, such as those over seventy or those who contributed to the Days' Pay Scheme.

6. Benevolence and Welfare Support

All members, except non-RE "All Arms" members, will be eligible for REA benevolence. The AEA will continue to support its members through existing welfare structures and case workers.

7. Cultural and Historical Considerations

The AEA will retain its standard, Pegasus symbol, and a 42 place contingent at the cenotaph preserving its historical and cultural identity within the REA.

8. Proposed Structure

The following is the proposed structure of the AEA when the merger is complete.

President- CO 23 Para Engr Regt

Vice President Veteran - Voted by AEA

National Chairman Veteran - Voted by AEA

REA Management board National Branch Veteran Representative – Voted by AEA

Secretary FTRS post RUSO or Veteran

Treasurer Veteran voted by AEA

Membership Secretary Regular - For Serving Soldier RSM or nominated by CO 23 Para Engr Regt

Membership Secretary Veteran – For Veterans voted by AEA

Editor of the Journal -Veteran Voted by AEA

Media Officer - Regimental Officer

Shop Manager - Veteran Volunteer

Web Site Manager – Veteran Volunteer

Representative of branches: Each Branch to vote a representative to the AEA council.

This MOU is agreed upon and signed -by the authorised representative of the REA on the date below

Kenneth Kirk

Kenneth Kirk, CEO REA
02 September 2024

Mervyn Bassett

MERVYN BASSETT BEM
LT COL (RETD)
PRESIDENT AEA

Appendix B – Frequently Asked Questions

AIRBORNE ENGINEERS ASSOCIATION/ REA (AIRBORNE) PROPOSED MERGER

FREQUENTLY ASKED QUESTIONS (FAQ's)

REF	SUBJECT	QUESTION	RESPONSE
1	Constitution	<p>a. Would we need to retain our current constitution or adopt that of the REA?</p> <p>b. Would we need to amend our constitution to reflect that of the REA?</p>	<p>a. We would come under both constitutions with no conflict anticipated to the alignment already in place. A precedent is already set between 299 Association and the AEA.</p> <p>b. To a considerable extent the current AEA constitution already does reflect that of the REA. However, we would need to amend the current AEA constitution to reflect the agreement reached with the REA and changes such as finance, committee make up etc.</p>
2	Name /organisation title	What would the new merged organisation be called?	The title of Airborne Engineers Association (AEA) would be retained. We will be known as the AEA, a National branch of the REA. The REA(Airborne) name will no longer be used.
3	Charitable status	Would we lose our current charitable status, or will it be cancelled, and we come under the charitable status of the REA?	The AEA will relinquish its charitable registration and come under the REA charity registration number.
4	Association fund transfer (existing)	What would happen to the current AEA funds and accounts?	<p>The existing AEA National and REA(A) funds would be transferred to a designated REA account ring fenced for the exclusive use of the AEA.</p> <p>Existing AEA branches will retain their existing bank accounts which will be audited annually by the REA, this will simply be the branches submitting a balance sheet annually.</p>
5	Association fund transfer (future)	How would future income generated by AEA activities be controlled and accounted?	Future earned income would be transferred to the AEA ring-fenced account and be accounted for under REA protocols.
6	Association funds control	How Would we retain our autonomy of our AEA funds?	The AEA treasurer would monitor the AEA ring fence part of the REA accounts. Use of AEA fund would require the approval of the AEA Veteran Chairman and/or Treasurer.

AIRBORNE ENGINEERS ASSOCIATION/ REA (AIRBORNE) PROPOSED MERGER

FREQUENTLY ASKED QUESTIONS (FAQ's)

7	Association funds access and authorisation	Would we be able to apply for funds from the AEA Ring Fenced account as we do now?	Yes (as above)
8	Membership subscriptions	Would there be any change to the current subscription rules?	<p>For all current members of the AEA (Full and Honorary) on merger there would be no additional joining cost on merging with the REA.</p> <p>Members joining the AEA after the proposed merger who have contributed to the Days' Pay Scheme can take up life membership free of charge.</p> <p>Those Sappers that did not subscribe to the days' pay scheme will be required to pay the REA joining fee.</p> <p>Post Merger, to join the AEA as an All-Arms Member, new members would be required to pay the REA "All Arms member joining fee."</p>
9	Non-RE members rights and benefits	Would existing none RE members of the AEA have the same rights and benefits as they do now?	Yes. All current members would be transferred to the new AEA and have "grandfather Rights" as All Arms members, with no change to rights or benefits.
10	Honorary members benefits	What would be the difference between full members and Honorary members benefits after the proposed merger?	There would be no change, all members would retain the benefits that they enjoy under the existing organisation.
11	Benevolence	What would be the situation in terms of benevolence for members?	<p>Anyone who has served one day as a Royal Engineer is entitled to bid to the REA for financial support with a SSAFA or RBL caseworkers report.</p> <p>All Arms AEA members are not entitled to benevolence from the REA however they can claim benevolence from other forces charities and will be supported in their bid by the AEA case workers as currently.</p>

AIRBORNE ENGINEERS ASSOCIATION/ REA (AIRBORNE) PROPOSED MERGER

FREQUENTLY ASKED QUESTIONS (FAQ's)

12	Branches	<p>a. Would we retain our current branch structure and autonomy?</p> <p>b. How would our branch funds be affected?</p> <p>c. Would branches be able to vote to elect branch member to be part of the AEA council if they wish to do so?</p>	<p>a. Yes, branches would operate as they do now. Additionally, each branch will be able to vote in a branch member to be a representative of the AEA council.</p> <p>b. No change: branches would operate as they do now.</p> <p>c. Yes</p>
13	Cenotaph allocation & attendance	<p>Would we retain and have full control of our Cenotaph allocation?</p>	<p>The AEA presently have Circa 42 places allocated by Royal British Legion. The AEA would retain its present autonomy in bidding for Cenotaph parade tickets and maintain its unique identity on the parade.</p> <p>If, in the future, the RBL insist on the AEA bidding for tickets from the REA allocation, then the RBL have agreed to increase the REA allocation by 42 to allow us to retain our places. In this case, the REA have agreed that our tickets within the REA allocation are ring fenced.</p>
14	Branch Standards	<p>Would the new AEA have autonomy over the design of our standards and parade with them as we do now?</p>	<p>The AEA would be able to parade the REA(A) or AEA standard(s) each standard would retain its Pegasus. 299 Association will retain its current standard.</p>
15	AEA Structure	<p>Would we as the veterans be an integral part of the AEA Committee and retain influence on the direction and conduct of the merged AEA?</p>	<p>Yes, there would be veterans included in a balanced structure. We would also benefit from the resources and influence of the Regt, servicing soldier, officers, and the wider REA organisation.</p> <p>The following would be the structure of the AEA committee If the proposed merger is agreed:</p>

AIRBORNE ENGINEERS ASSOCIATION/ REA (AIRBORNE) PROPOSED MERGER

FREQUENTLY ASKED QUESTIONS (FAQ's)

			<ul style="list-style-type: none"> • President- CO 23 Para Engr Regt • Vice President Veteran - Voted by AEA • National Chairman Veteran - Voted by AEA • REA Management board National Branch Veteran Representative – Voted by AEA • Secretary FTRS post RUSO or Veteran • Treasurer Veteran voted by AEA • Membership Secretary Regular - For Serving Soldier RSM or nominated by CO 23 Para Engr Regt • Membership Secretary Veteran – For Veterans voted by AEA • Editor of the Journal -Veteran Voted by AEA • Media Officer - Regimental Officer • Shop Manager - Veteran Volunteer • Web Site Manager – Veteran Volunteer • Representative of branches: Each Branch to vote a representative to the AEA council.
16	General 1	Are there any disadvantages to the proposed merger?	The MOU has been accepted by the REA so the AEA would operate as it does now. There are no foreseeable disadvantages.
17	General 2	Are there any additional benefits for the AEA from the Proposed merger that we do not currently enjoy?	Being integrated into the REA provides: <ul style="list-style-type: none"> • Greater access to benevolence resources and support • As a National Branch of the REA, we will receive an Annual grant from the REA central fund.

AIRBORNE ENGINEERS ASSOCIATION/ REA (AIRBORNE) PROPOSED MERGER

FREQUENTLY ASKED QUESTIONS (FAQ's)

			<ul style="list-style-type: none"> • Closer links to serving soldiers and officers, The ability to tap into the 23 Regt's resources and support. • Greater likelihood of recruiting serving soldier and officer's, and those who have recently left the Army. • With a membership of over 500 we will be entitled to a seat at the REA Management board and future vote in the REAs role with veterans. • The potential to increase membership of the existing AEA branches or of opening new branches. • An combined AEA and REA(A) will potentially provide an impetus for new members to join, old members to re-engage . much better support from the Regiment, a new branch in Woodbridge and remove confusion by having one team on the block. <p>Note, this pathway is being laid down for the future and not just for the next few years it is for the younger generation coming through who will want recognition with their own.</p>
18	General 3	Would we be able to hold our AGM's at locations across the country as we currently do?	Yes - we would. We will also have the opportunity to hold an AGM in Woodbridge if members so wish.