



BYLAWS OF THE DRONE DELIVERY GROUP

1 Background

The Drone Delivery Group (“DDG”) was founded with the goal of establishing an open channel of communication between key stakeholders within the drone industry and the UK Government, standards bodies and regulatory organisations.

In November 2018, a group of 64 companies met as an ad-hoc group to develop a strategy paper entitled the ‘Commercialisation of the UK Civil Drone Industry’.

The paper was issued to the UK Government and published worldwide in July 2020, receiving national and international praise for its approach.

The DDG has now formed into a not-for-profit organisation in order to provide a platform from which the industry could express its opinion to the UK Government on key issues affecting or potentially hampering the progress of the drone industry.

2 Mission

The DDG aims to be an authoritative voice and influence for the drone industry, principally by providing guidance and advice to the UK Government on key topics affecting the drone industry.

3 Objectives

The DDG has the following objectives:

- a. Improve the environment and economy of the United Kingdom;
- b. Provide commercial opportunities for the UK industry;
- c. Identify best practices across the full range of drone activity in the UK;
- d. Provide thought leadership in support of the drone industry and support to the establishment of International Standards.

4 Guiding Principles

The guiding principles of the DDG are as follows:

- a. Not-for-profit;
- b. UK focus, with an international footprint;
- c. All environments (land, maritime, air & space);
- d. Inclusive, independent and impartial;
- e. Collaborative – not competitive.

5 Outputs

The main outputs of the DDG will be:

- a. The delivery of industrially and publicly developed 'best practice' white papers to the UK Government on key topics affecting the development of the drone industry;
- b. The provision of survey/poll assistance to the UK Government, industry committees & NGOs.

6 Membership

6.1 Structure

The following membership structure will be applied to the DDG:

6.1.1 Corporate Membership (CM)

A company or organisation that will have the ability to take part in the development of white papers through representation or leadership of more than one Working Groups ("WG", "WGs").

Corporate Members have voting rights within the DDG: one vote per company or organisation.

6.1.2 Professional Membership (PM)

This membership is to facilitate the ability for individuals to participate in the development of white papers through involvement in WGs.

Professional Members have voting rights within the DDG.

6.2 Admission of New Members

6.2.1 Prospective Members

A prospective member shall be required to show that they are compatible with the objectives of the DDG.

6.2.2 Applications

Applications received from prospective members will be considered by members appointed from time to time by the Executive Team (the “Membership Panel”). This Panel shall inform existing members of the Executive Team of a prospective member’s application. If an existing member wishes to make representations about any prospective member application, they will be required to submit the representations to the Membership Panel.

Upon completion of any necessary subsequent investigation, the Membership Panel will make the final decision to accept or reject an application.

6.2.3 Reporting

A report summarising new membership applications will be provided by the Membership Panel at the General Meeting. The DDG is under no obligation to accept an application for membership even if the applicant appears to have fulfilled all the criteria for membership. A prospective member whose application for membership is denied by the DDG is not entitled to be informed of the basis for the decision.

6.3 Membership Subscription and Renewal

Subscription payments fall due on 1 January of each year. The standard subscription fees are subject to change by the Executive Team. Current fees are:

6.3.1 Corporate Members

The fees for Corporate members will be £399 p.a. (Pro-rata from the 1st Day of the Month, prior to the next 1st January).

6.3.2 Professional Members

The fees for Professional members will be £99 p.a. (Pro-rata from the 1st Day of the Month, prior to the next 1st January).

6.4 Resignation from Membership

Members may resign at any time by notice in writing to the Secretary. On receiving the notice, the Secretary will immediately remove that member from the Members' Register, which terminates membership. The resigning member is not entitled to any return or rebate of subscription fees and remains liable for any unpaid subscription fees and any other sums payable by the member to the DDG.

6.5 Expulsion of Members

If at any time the Executive Team is notified that any member has committed a breach of the Bylaws, has acted illegally or otherwise seriously endangered the interests of the DDG, the Executive Team acting by three members may suspend the membership of the DDG pending consideration whether it is in the best interests of the DDG that the membership is terminated.

Any complaints in connection with the Code of Conduct contained in these Bylaws made by a member against another member must be submitted to a member of the Executive Team. The member that is the subject of the complaint will be notified of the nature of the complaint made against it and will be afforded a proper opportunity and sufficient time to make submissions to the Executive Team who will consider the nature of the complaint and advise both the member making the complaint and the member that is the subject of the complaint whether there is sufficient evidence to warrant the submission of the complaint to a General Meeting ("GM") of the DDG.

Should the Executive Team deem it necessary, a GM of the DDG will be convened in order to consider the complaint against the member and any actions recommended by the Executive Team to resolve any issues arising out of or in connection with the complaint.

At the GM, the Executive Team shall submit in writing a summary of the nature of the complaint, any recommendations of the Executive Team. The member that is subject to the complaint will have an opportunity to make submissions either verbally or in writing concerning the complaint.

The voting at any GM convened to consider the Executive Team's recommended actions with regards to disciplinary action or the expulsion of a member shall be by secret ballot.

6.6 Code of Conduct

The Code of Conduct sets out principles, values, standards, or rules of behaviour that guide the decisions, procedures, and systems of the DDG in a way that contributes to the welfare of its key stakeholders and respects the rights of all constituents affected by its operations.

DDG Members shall act in accordance with the following Code of Conduct:

- a. Members are required to act in accordance with these Bylaws and in no way endanger the interests of the DDG as interpreted by the Executive Team from time to time.
- b. Members may not hold themselves out as representing the DDG without specific written authority from the Executive Team.
- c. Where authorised in writing to formally represent the DDG, members must:
 - i. be aware of their responsibilities to the DDG, which will be provided as part of the process of obtaining authority;

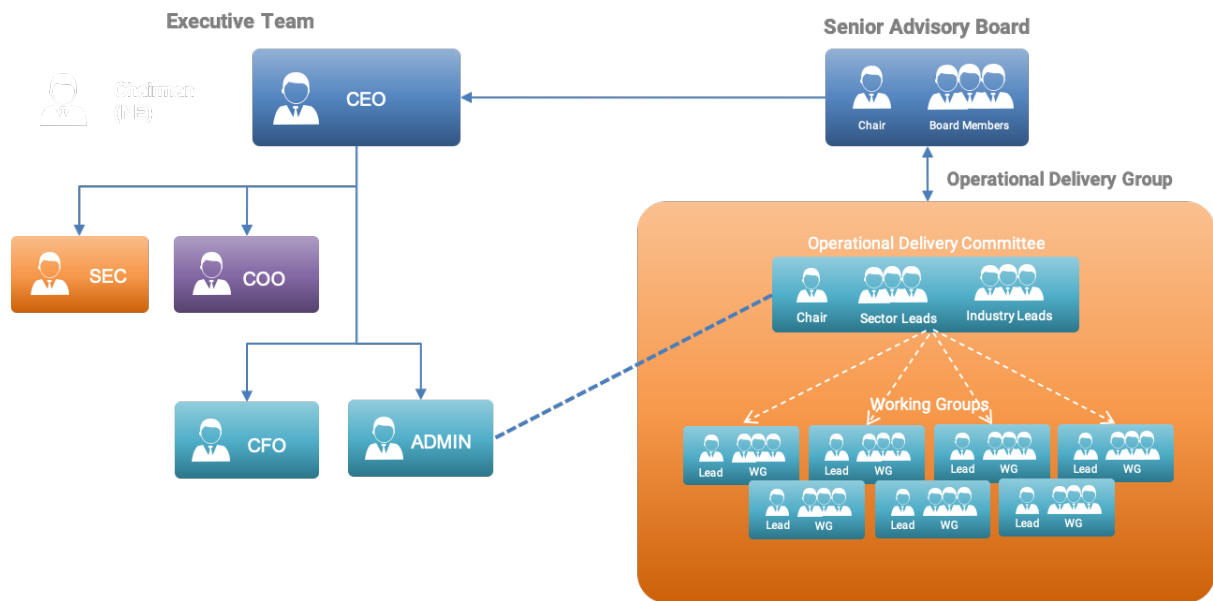
- ii. must be truthful and accurate in interactions with official representatives when representing the DDG and observe the highest ethical standards when interacting with these officials,
 - iii. should at all times reflect the consensus or agreed standpoints as confirmed by the Executive Team;
 - iv. should not take advantage of the situation by promoting their own products when representing the DDG.
- d. Any representations concerning complaints over the behaviour of members must be made to the Executive Team.
- e. Any representations concerning new membership applications shall be made to the Executive Team.
- f. Members are responsible for protecting their own Intellectual Property (IP) and not breaching the IP rights of others in any way.
- g. The DDG's culture welcomes and values all members, regardless of gender, nationality, age or physical ability or any other aspect of diversity.
- h. Members must conduct their business activities with fellow members, customers and business partners with respect.
- i. Members should not engage in or support discrimination of any kind;
- j. Members who have questions about a specific situation should ask for help by contacting the DDG Executive Team.
- k. Any conduct that may be viewed as improperly and directly influencing the main objectives of the DDG is prohibited.

6.7 Disciplinary offences

Any member who is in serious or persistent breach of the rules set out in these Bylaws or who otherwise acts in a way which in the opinion of the Executive Team is seriously or persistently inappropriate for a member of the DDG may be disciplined as set out in the Disciplinary Regulations in Annex 1.

7 Organisational Structure

The DDG Organisational Structure is described in figure 1 below:



7.1 Executive Team and Officers

The Chairman, Executive Team members and officers shall be appointed as directed by the Chief Executive.

7.1.1 Operational

The Chief Executive shall oversee the:

- a. supervision and direction of the day to day running of the DDG;
- b. preparation and presentation to the General Meetings of a written report about the DDG and its activities; and
- c. appointment of WGs whose membership should include at least one member of the DDG Executive Team.

7.2 Senior Advisory Board (SAB)

The SAB comprises members who are invited to join this body of the DDG. The function of the SAB is to provide professional direction to the entire DDG.

7.2.1 Mandate

The SAB has been established to provide professional and strategic direction to the main board on topics such as:

- a. Professional structure & organisation;
- b. Membership benefits & services;
- c. Partnerships & collaborations.

The SAB will also direct the Operational Delivery Group by:

- a. Making and approving suggestions for future topics to be addressed by Working Groups;
- b. Suggesting or recommending new members;
- c. Approve Sector Leads, which are the leads for individual sectors (land, maritime, air & space).

7.2.2 Focus

The SAB will drive the professional direction of the DDG by providing professional and strategic direction to the Executive Team.

7.2.3 Size

The SAB will be maintained at no more than 10 members.

7.2.4 Frequency of Meetings

In order to carry out its duties, the SAB will meet once every quarter for 2 hours.

7.2.5 Term

No minimum term will be applied to SAB membership but, should any member wish to retire, it is asked that they suggest a replacement.

7.2.6 Compensation

SAB membership is not a paid position but expenses to attend meetings will be covered when approved in writing prior to the travel.

7.2.7 Executive Team Commitment to the SAB

The Executive Team is committed to brief the SAB on how it will implement strategic advice provided by the SAB.

7.3 Operational Delivery Group (ODG)

The ODG consists of the Operational Delivery Committee and the Working Groups who work directly on the production of white papers.

7.3.1 Operational Delivery Committee (ODC)

The ODC will comprise two leads per sector and one lead per industry. The ODC within the ODG has been established to lead the ODG and will drive and manage the activity of the WGs.

7.3.1.1 Mandate

The Operational Delivery Committee has been established as an interface between the SAB and the working groups on issues such as:

- a. Discussion and paper topics;
- b. ODG Structure;

- c. Roles & Outcomes.

7.3.1.2 Scope

The ODC will also direct the Working Groups by:

- a. Making and approving suggestions for future topics to be addressed by Working Groups;
- b. Suggesting or recommending new members;
- c. Approve Working Group Leads (those who lead the activity of one or more WGs);
- d. Provide quality control and approval of white papers.

7.3.1.3 Focus

The ODC will drive the operational delivery of the DDG and manage the activity of the WGs.

7.3.1.4 Size

The ODC will consist of the Chair, up to two Sector Leads and one lead per industry.

7.3.1.5 Frequency of Meetings

In order to carry out its duties, the ODC meets once every quarter for 2 hours.

7.3.1.6 Term

No minimum term will be applied to ODC membership, but the Chair position will rotate on a 3-yearly basis.

7.3.1.7 Compensation

ODC membership is not a paid position and as meetings should be held virtually, no expenses are envisaged.

7.3.1.8 Commitment to the SAB

The ODC Chair commits to providing a brief on ODG activity to the SAB after each ODC meeting.

7.3.2 Working Groups (WG)

Members of the WGs (land, maritime, air & space) are sourced from Corporate and Professional Membership categories.

8 Administration

8.1 Financial Year & Accounts

The DDG financial year runs 1 January - 31 December.

The CEO will ensure that the annual Financial Statements and Reports are compiled for distribution to and approval of the Executive Board

8.2 General Meetings

General Meetings of the DDG may be called at any time by the Executive Board. A meeting of the full membership will take place annually at a time and venue proposed by the Executive Board. Notice of the meeting shall be no later than six months prior to the meeting, and an agenda shall be produced and circulated one month ahead of the meeting date. Business at these meetings shall include:

- a. presentation of the DDG's annual accounts and a budget forecast for the current financial year;
- b. consideration of the Executive Board's annual report;
- c. such resolutions as are stated in the notice of the meeting; and
- d. compilation of minutes of the General Meetings must be taken and made available to all DDG members.
- e. A quorum for all DDG General Meetings shall be 7.

8.3 Resolutions and Voting

Resolutions and other decisions at all General Meetings, Executive Board or any Working Group meetings are passed and made, if so voted, by a majority (over 50%) of those members with voting rights present and voting when the vote is taken.

Other than in the situation outlined by Clause 6.5, at the discretion of the Chairman, voting may be undertaken by secret ballot or by show of hands. Proxies are not allowed.

All members with voting rights that have not voted on such a resolution or decision and all members joining the DDG after the passing of such resolution are to be taken to have assented to the resolution as if they had voted in favour.

8.4 Amendment of the Bylaws

The rules set out in these Bylaws or may be amended by a resolution in a General Meeting passed by strictly more than 50% of the members present and voting when the vote is taken.

8.5 Dissolution

The DDG may be dissolved by a resolution passed by strictly more than 50% of the members with voting rights present when the vote is taken but only if there are at least 50% of all members voting in favour of the resolution.

The resolution takes effect immediately unless it expressly states that it is to take effect on a specified date not more than 4 weeks later.

As soon as the resolution takes effect the Executive Board must pay or otherwise settle all debts and other liabilities of the DDG and divide the remaining DDG property among members with voting rights equally. For these purposes, the Executive Board may decide on the sale or other realisation of DDG property as it sees fit.

Adopted by resolution this..... day of..... 2021

Signed (with name and address printed):

Signature of Director/Chief Executive Officer

Address:

Signature of Secretary

Address:

d.

e.

Annex

Disciplinary Committee

1. Any member who is in serious or persistent breach of the Bylaws or who otherwise acts in a way which in the opinion of the Executive Board is seriously or persistently inappropriate for a member of the DDG may be required by the Executive Board to attend for a hearing before it to explain his or her conduct.
2. The Secretary will notify the member in writing at least 14 days before the hearing of:
 - a. the date, time, and place of the hearing.
 - b. the conduct alleged to:
 - be a serious or persistent breach of the Bylaws, specifying which rule or rules; or
 - be seriously or persistently inappropriate for a member of the DDG.
3. The member may respond in writing to the Executive Board and will be given a fair opportunity to respond to the allegations.