



**AeroNova**

**CONSTITUTION OF AERO NOVA  
RESEARCH AND INNOVATION HUB**

**AN AVIATION RESEARCH AND INNOVATION CLUB**

**EFFECTIVE DATE: OCTOBER 2025**

# ARTICLE II. PURPOSE AND SCOPE

## Section 2.1. Mission and Objectives

The primary purpose of the Club shall be to promote practical knowledge, technical innovation, and safety within the field of aviation and aerospace engineering

### Group Mission

To inspire, educate and empower members by providing a collaborative platform for research, design and project execution, fostering the next generation of industry innovators

### Group Vision

To be the institution's premier center for Aeronautical innovation, recognized for developing cutting-edge research, successful projects, and highly skilled professionals who significantly contribute to advancements in aviation.

### Possible Objectives

- To build aviation related projects
- To present and publish club related findings
- To collaborate with an institutional department or external aviation body on real world projects.
- To provide a platform for research, project management and discussion
- To make research opportunities available for incoming members
- To keep the aerospace fire burning
- To promote teamwork and professional growth
- To organize field trips

Safety Promotion: To cultivate a rigorous culture of safety and professionalism across all Club activities, in alignment with recognized industry standards.

## **Section 2.2. Scope of Activity**

The Club's activities shall be strictly limited to those that align with the objectives defined in Section 2.1 and shall be conducted in full compliance with all applicable local, state, and national laws, including but not limited to, regulations governing amateur aircraft operations and flight activities. Any activity deemed detrimental to the Club's reputation or the safety of its Members is explicitly excluded from the scope of its operation.

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# ARTICLE III. MEMBERSHIP

## Section 3.1. Eligibility and Admission

Membership shall be open to all individuals who demonstrate an interest in the Club's objectives and who agree to abide by this Constitution and the Bylaws.

## Section 3.2. Member Responsibilities and Standing

Active Participation: Every Member must maintain Active Status, which shall require adherence to attendance minimums and fulfillment of assigned duties related to Club Projects, as specified in the Bylaws.

## Section 3.3. Discipline, Suspension, and Removal

(a) Grounds for Action: Any Member who commits a material breach of this Constitution, the Bylaws, or any established Safety Protocol (as defined in Article IX) shall be subject to disciplinary action, up to and including removal.

(b) Procedure: A proposal for removal shall be brought before the Executive Board. The affected Member must be provided written notice of the charges and an opportunity to present a defense. A two-thirds (2/3) affirmative vote of the Executive Board shall be required for formal removal.

# ARTICLE IV. OFFICERS AND EXECUTIVE BOARD

## Section 4.1. Executive Board Structure

The governing body of the Club shall be the Executive Board, comprising the following Officers:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Projects Manager

## Section 4.2. Officer Duties (Summary)

- (a) The President shall serve as the chief executive Officer, preside over all meetings, and ensure the execution of all Club mandates.
- (b) The Secretary shall preside over meetings and ensure smooth running and operation of club meetings
- (c) The Project Manager shall oversee all stages of Project initiation, development, and completion, and shall be responsible for the allocation of technical resources.
- (d) The Treasurer shall primarily manage and oversee the group's finances, ensuring fiscal stability and transparency.

## Section 4.3. Elections and Terms

- (a) Eligibility: Only Members in good standing who have completed a minimum of one (1) semester of active participation shall be eligible to run for an Officer position.
- (b) Mandate: Officers shall be elected annually by a simple majority vote of the Members present at the designated Election Meeting.
- (c) Term: The term of office shall commence upon installation and shall endure for one (1) academic year, or until a successor is duly elected and installed.

# ARTICLE V. MEETINGS AND QUORUM

## Section 5.1. Regular and Special Meetings

(a) General Meetings: The Club shall hold Regular General Meetings no less than once per week during the academic year. A minimum of 50% of members shall be present for the meeting to commence.

(b) Executive Meetings: The Club shall hold Executive Meetings no less than once per week during the academic year. A minimum of ( $\frac{2}{3}$ ) of members shall be present for the meeting to commence.

(c) Special Meetings: Special Meetings may be called by the President or upon the written request of at least twenty-five percent (25%) of the active Membership. Notice of any Special Meeting must be provided to all Members no less than seventy-two (24) hours in advance.

The dates for the meetings will change each semester and will be adjusted based on the current semester timetable.

## Section 5.2. Transaction of Business

(a) Quorum Requirement: No official Club business, including voting on projects, budgets, or constitutional amendments, shall be transacted without a Quorum present.

# ARTICLE VI. FINANCES AND ASSET MANAGEMENT

## Section 6.1. Financial Authority

(a) The Treasurer shall be the custodian of all Club funds and shall maintain accurate and complete financial records.

(b) Spending Authority: All expenditures exceeding a limit specified in the Bylaws must receive prior approval by a majority vote of the Executive Board.

(c) Budgeting: An annual budget must be presented by the Treasurer and approved by a simple majority of the Members before the commencement of the fiscal year. Further budgeting is to be determined on a project basis. The project manager shall determine the materials and resources required for a certain project and communicate this to the treasurer.. The treasurer shall then determine how much is required for a current project and prepare the budget.

(d) Source of income: The club primarily relies on membership contributions as the current source of income.

(e) Bank account: The club has a centralized bank account with the approval of three signatories

## Section 6.2. Project Asset Ownership

(a) All equipment, tools, and finished Projects procured or constructed using Club funds or resources shall be the exclusive property of the Club.

(b) Upon the termination of a Member's affiliation with the Club, all Club property in their possession must be returned within seven (7) days.

# ARTICLE VII. INTELLECTUAL PROPERTY (IP)

## Section 7.1. Ownership of Research and Designs

(a) Club Ownership: All intellectual property (including, but not limited to, designs, schematics, source code, and research data) developed by Members specifically for, and substantially utilizing the resources of, a Club Project shall be the property of the Club.

(b) Credit and Attribution: While IP ownership rests with the Club, all principal contributors shall be formally credited in all documentation, publications, and competition submissions

(c) Members chosen for project presentation during competitions: in the case of presentation of projects during competitions, the members chosen to present shall be chosen by the Project Manager based on the member contributions on the project.

# ARTICLE VIII. AWARDS, ACCREDITATION, AND PRIZE MONEY

## Section 8.1 Project Accreditation and Recognition

(a) Accreditation Roster: The Project Manager and the Assistant Project manager must maintain a formal, continuous roster detailing all Members who contributed demonstrably to any specific Project that receives an award, recognition, or prize money.

(b) Contribution Levels: The roster shall classify each Member's contribution using defined levels (e.g., Principal Contributor, Substantial Contributor, Supporting Contributor) based on hours, technical input, and responsibility assumed, as further specified in the Bylaws.

(c) Official Recognition: All official documentation, competition submissions, and public relations materials related to a prize-winning Project must formally recognize the Principal and Substantial Contributors from the Accreditation Roster.

## Section 8.2. Distribution of Monetary Prizes and Awards

(a) Club Allocation Mandate: Any monetary prize, award, or grant received by the Club or its Members as a direct result of a Club Project (a "Prize Award") shall be distributed according to the following mandatory allocation:

1. Club Fund Retention: A minimum of twenty-five percent (25%) of the gross Prize Award must be deposited into the Club's general treasury for use in future Projects, maintenance of equipment, and operational costs.

2. Member Distribution Pool: The remaining portion of the Prize Award shall constitute the Member Distribution Pool.

(b) Distribution Criteria: The Member Distribution Pool shall be divided among the Members listed on the Accreditation Roster based on the contribution levels established in Section 7.2.(b). Principal Contributors shall receive a demonstrably higher proportion of the funds than Substantial Contributors, and so forth.

c) Dispute Resolution: Any dispute regarding the final Accreditation Roster or the subsequent distribution of funds must be formally submitted to the Executive Board. The Board's decision, reached by a simple majority vote after reviewing all evidence of contribution, shall be final and binding.

### **Section 8.3. Handling of Non-Monetary Prizes**

Non-monetary prizes (e.g., equipment, tools, services) received from a competition or award shall be treated as a Club asset and must be entered into the Club's inventory immediately upon receipt, as required by Article VI, Section 6.2.

### **Section 8.4. External Use**

Any external publication, commercialization, or patent application concerning Club IP must be unanimously approved by the Executive Board and shall adhere to the IP policies of the Club's affiliated institution (if applicable).

# ARTICLE IX. PROJECT GOVERNANCE AND SELECTION

## Section 9.1.. Project Review Board Establishment

(a) Establishment: A standing committee known as the Project Review Board (PRB) shall be established to formally evaluate, approve, and oversee all Club Projects.

(b) Composition: The PRB shall be composed of the following Officers from the Executive Board: the Project Manager, Assistant Project Manager, the Treasurer and one other member. The Project Manager shall serve as the non-voting Chairperson of the PRB.

(c) Mandate: The PRB must meet at least once per academic quarter to review current project status and consider new proposals. A simple majority vote of the PRB voting members shall be required for the approval of any new Project.

## Section 9.2. Project Proposal Submission

(a) Submission Requirement: Any Member or group of Members seeking to initiate a new Project must submit a formal, comprehensive written proposal to the Projects and Technical Lead.

(b) Required Elements: The proposal shall include, at a minimum, the following mandatory elements:

1. A clear statement of the Project objective and its alignment with the Club's mission (Article II).
2. A detailed breakdown of the required Member skill sets and personnel.
3. A comprehensive, itemized budget and estimated cost for all materials and resources.
4. A projected timeline, including key milestones and an estimated completion date.
5. A preliminary safety and risk assessment, identifying all potential hazards.

### **Section 9.3. Project Selection Criteria**

The PRB shall use a standardized evaluation framework, considering the following criteria with objective rigor when determining which Projects the Club will undertake:

- (a) **Technical Feasibility and Skill Alignment:** The Project must be technically achievable given the current or anticipated skill levels of the general Membership.
- (b) **Financial Capability:** The required budget must not exceed the Club's current available funds, or a detailed plan for securing external funding must be in place and deemed viable by the Treasurer.
- (c) **Resource Availability:** All necessary specialized equipment, tooling, and dedicated workspace must be confirmed as accessible for the duration of the Project.
- (d) **Time Allocation:** The Project's projected timeline must be realistic and must not unduly interfere with other existing Club commitments or the academic schedule of the Members.
- (e) **Safety and Compliance:** The Project must receive preliminary approval from the Safety and Compliance Officer, affirming that all activities can be conducted in strict adherence to established protocols.

### **Section 9.4. Contingency and Review**

- (a) **Conditional Approval:** The PRB may grant conditional approval, mandating specific revisions to the budget, safety plan, or timeline before final project launch.
- (b) **Project Termination:** The PRB retains the absolute authority to suspend or terminate any active Project at any time if it is determined that the Project has exceeded its approved budget by more than fifteen percent (15%), deviated significantly from the approved timeline, or presents unforeseen, unacceptable safety risks.

# ARTICLE X. AMENDMENTS

## Section 10.1. Proposal and Notification

(a) Proposals: Amendments to this Constitution may be proposed by any Officer or by a petition signed by at least twenty percent (20%) of the active Membership.

(b) Notice: All proposed amendments must be distributed to all Members in writing no less than fourteen (14) calendar days prior to the meeting at which they will be voted upon.

## Section 10.2. Ratification

Ratification of any proposed amendment shall require a two-thirds (2/3) affirmative vote of the Members present at a duly convened Regular or Special Meeting where a Quorum has been established.

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# ARTICLE XI. CLUB PATRON AND SENIOR ADVISORY

## Section 11.1. Role and Function of the Patron

(a) Mandate: The Club shall appoint a Patron to serve as a high-level, non-voting advisor and a formal representative of the Club to external organizations, the academic administration (if applicable), and industry partners.

(b) Duties: The Patron shall provide strategic guidance to the Executive Board, assist in securing external resources, and lend professional credibility to Club activities. The Patron shall not interfere with the day-to-day operations or the electoral process of the Club.

## Section 11.2. Patron Selection Criteria

The Executive Board must utilize the following mandatory criteria in the nomination and selection of a Patron:

(a) Professional Expertise: The candidate must possess a documented professional background of at least five (5) years in an aviation, aerospace engineering, or related technical field.

(b) Institutional Standing: The candidate must be a recognized faculty member, senior staff, or esteemed alumnus of the Club's affiliated institution, or a highly respected professional within the local aviation industry.

(c) Commitment and Availability: The candidate must formally commit to a term of at least one (1) year and guarantee availability for consultation with the Executive Board and attendance at a minimum of one (1) Club event per semester.

(d) Impartiality: The candidate must have a history of ethical conduct and must be capable of providing impartial, objective advice in all Club matters, including financial decisions and project reviews.

### **Section 11.3. Appointment and Term**

(a) **Nomination:** The Executive Board shall formally nominate one or more candidates for the role of Patron based on the criteria in Section 12.2.

(b) **Appointment:** A majority vote of the Executive Board shall be required to formally offer the position of Patron to a nominated individual.

(c) **Term and Review:** The Patron shall serve a term of two (2) years, subject to a performance review and re-appointment vote by the Executive Board at the end of the term. The Patron may be removed for cause by a two-thirds (2/3) affirmative vote of the Executive Board



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# ARTICLE XII. DISSOLUTION

## **Section 12.1. Procedure**

(a) The Club may be dissolved by a three-fourths (3/4) affirmative vote of the entire active Membership.

(b) Upon the decision to dissolve, the Executive Board shall be responsible for the orderly winding down of all Club operations and the satisfaction of all outstanding financial obligations within ninety (90) days.

## **Section 12 .2. Distribution of Assets**

In the event of dissolution, all remaining assets, including funds and Projects, shall be irrevocably distributed to a non-profit organization, academic department, or registered charity with a demonstrated focus on aviation or engineering education, as designated by the final vote of the Executive Board. No assets shall be distributed to any individual Member or Officer.

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# ADOPTION AND RATIFICATION

We, the undersigned Executive Committee certify the

adoption of this constitution on this Saturday 4th

day of October , 2025



4/10/2025

Signature

Date

Name : Victor Gichuru

Role/Title : President



4/10/2025

Signature

Date

Name : Nicholas Odhiambo

Role/Title : Vice President



4/10/2025

Signature

Date

Name : Justin Waweru

Role/Title : Secretary



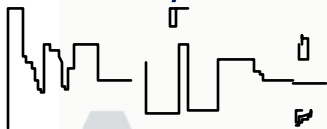
4/10/2025

Signature

Date

Name : Vanaih Kool

Role/Title : Treasurer



4/10/2025

Signature

Date

Name : Andrew Karia

Role/Title : Assistant Project Manager

