

**THE BOYS'**  
**BRIGADE**  
> the adventure begins here



## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Registered Company: 145122**  
**Registered Charity: 305969**

**As approved by Special Resolution dated 21 March 2024**

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## PART A MEMORANDUM OF ASSOCIATION

### Name

- 1 The name of the Company is 'The Boys' Brigade' and in this document it is called 'the Charity'

### Registered office

- 2 The Charity's registered office is to be situated in England

### Objects

- 3 The Charity's objects are;
  - 3.1 The advancement of Christ's Kingdom among Boys and the promotion of habits of Obedience, Reverence, Discipline, Self-Respect and all that tends towards a true Christian Manliness (the 'Objects')
  - 3.2 And all such other charitable and lawful activities as may be approved by the Trustees.

### Powers of the Charity

- 4
  - 4.1 In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
    - 4.1.1 to raise funds and carry on trade but not by means of Taxable Trading;
    - 4.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
    - 4.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with prevailing Acts of Parliament;
    - 4.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with prevailing Acts of Parliament if it wishes to mortgage land;
    - 4.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
    - 4.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
    - 4.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
    - 4.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- 4.1.9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- 4.1.10 to:
- 4.1.10.1 deposit or invest funds;
  - 4.1.10.2 employ a professional fund-manager; and
  - 4.1.10.3 arrange for the investments or other property of the Charity to be held in the name of a nominee;
- in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by prevailing Acts of Parliament;
- 4.1.11 to provide indemnity insurance for the Trustees or any other officer of the Charity in relation to any such liability as is mentioned in clause 4.2, but subject to the restrictions specified in clause 4.3;
- 4.1.12 to hold, administer and act as trustee in respect of third party property for the purposes as specified in the trust deed
- 4.1.13 to do all such other lawful things as are necessary for the achievement of the Objects;
- 4.2 The liabilities referred to in clause 4.1.11 are:
- 4.2.1 any liability that by virtue of any rule of law would otherwise attach to a Trustee of a company in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
  - 4.2.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 4.3 The following liabilities are excluded from clause 4.2.1:
- 4.3.1
    - 4.3.1.1 fines;
    - 4.3.1.2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
    - 4.3.1.3 liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned was reckless whether it was in the best interests of the Charity or not

- 4.3.2 There is excluded from clause 4.2.2 any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

## Income and property

5

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.1.1 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 5.1.2 Subject to the restrictions in clauses 4.2 and 4.3, a Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- 5.1.3 A Trustee may receive an indemnity from the Charity in the circumstances specified in Article 86
- 5.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee receiving:
- 5.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
- 5.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 5.3 No Trustee may:
- 5.3.1 buy any goods or services from the Charity unless clause 5.4.1 applies save that a Trustee may buy such goods or services solely for the purposes of the Charity provided that the consideration payable by him for the same shall be on no more favourable terms than that payable by any other beneficiary of the Charity;
- 5.3.2 sell goods, services, or any interest in land to the Charity;
- 5.3.3 be employed by or receive any remuneration from the Charity; or
- 5.3.4 receive any other financial benefit from the Charity;

unless:

- 5.3.5 the payment is permitted by clause 5.4 and the Trustees follow the procedure and observe the conditions set out in clause 5.5; or
  - 5.3.6 the Trustees obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- 5.4
- 5.4.1 A Trustee may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
  - 5.4.2 A Trustee may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Trustee.
  - 5.4.3 A Trustee may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Trustees.
  - 5.4.4 A company of which a Trustee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Trustee holds no more than 1% of the issued capital of that company.
  - 5.4.5 A Trustee may receive rent for premises let by the Trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- 5.5 The Charity and its Trustees may only rely upon the authority provided by clause 5.4 if each of the following conditions is satisfied:
- 5.5.1 The remuneration or other sums paid to the Trustee do not exceed an amount that is reasonable in all the circumstances.
  - 5.5.2 The Trustee is absent from the part of any meeting at which there is discussion of:
    - 5.5.2.1 his or her employment or remuneration, or any matter concerning the contract; or
    - 5.5.2.2 his or her performance in the employment, or his or her performance of the contract; or
    - 5.5.2.3 any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under clause 5.4; or
    - 5.5.2.4 any other matter relating to a payment or the conferring of any benefit permitted by clause 5.4.
  - 5.5.3 The Trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
  - 5.5.4 The other Trustees are satisfied that it is in the interests of the Charity to employ or to contract with that Trustee rather than with

someone who is not a Trustee. In reaching that decision the Trustees must balance the advantage of employing a Trustee against the disadvantages of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

- 5.5.5 The reason for their decision is recorded by the Trustees in the minute book.
- 5.5.6 A majority of the Trustees then in office have received no such payments.
- 5.5.7 The employment or remuneration of a Trustee includes the engagement or remuneration of any firm or company in which the Trustee is:
  - 5.5.7.1 a partner;
  - 5.5.7.2 an employee;
  - 5.5.7.3 a principal;
  - 5.5.7.4 a Director; or
  - 5.5.7.5 a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1% of the issued capital.

5.6 In clauses 5.1 – 5.5:

- 5.6.1 "Charity" shall include any company in which the Charity:
  - 5.6.1.1 holds more than 50% of the shares; or controls more than 50% of the voting rights attached to the shares; or
  - 5.6.1.2 has the right to appoint one or more Trustees to the Board of the company
- 5.6.2 "Trustee" shall include any child, parent, grandchild, grandparent brother, sister or spouse of the Trustee or any person living with the Trustee as his or her partner.

## **Limited liability**

6 The liability of the members is limited.

## **Dissolution**

7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expense of winding up, and the adjustment of the rights of the contributories among themselves.

8

- 8.1 The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- 8.1.1 directly for the Objects; or
  - 8.1.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 8.1.3 to any charity for use for particular purposes that fall within the Objects;
- 8.2 Subject to any such resolution of the members of the Charity, the Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- 8.2.1 directly for the Objects; or
  - 8.2.2 by transfer to any charity or charities for purposes similar to the Objects; or
  - 8.2.3 to any charity or charities for use for particular purposes that fall within the Objects.
- 8.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Trustees the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

### **Application of Law**

- 9 The Memorandum and Articles of Association of the Charity and any rules, byelaws or regulations that may exist shall be construed and take effect in accordance with, and subject to, English law.
- 10 Subject to clause 9, given that the Charity operates in other areas of the United Kingdom of Great Britain and Northern Ireland, the Isle of Man, the Channel Islands and the Republic of Ireland; the laws of those areas shall apply where necessary.

## PART B ARTICLES OF ASSOCIATION

### COMPANY LIMITED BY GUARANTEE

#### Interpretation

1 In the Memorandum and Articles of Association:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

"the Charity" means the company intended to be regulated by these articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission;

"the memorandum" means the memorandum of association of the Charity;

"officers" includes the Trustees and the secretary;

an "ordinary resolution" requires a simple majority;

"registered office" means the registered office of the Charity pursuant to the Act;

"the seal" means the common seal of the Charity if it has one;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

a "special resolution" requires a 75% majority;

"Taxable Trading" means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the Charity, the profit of which are subject to corporation tax;

An “Area Group” is a grouping of more than one Company as defined in Brigade Regulations

“The Brigade” means The Boys’ Brigade movement in the United Kingdom of Great Britain and Northern Ireland, the Isle of Man, the Channel Islands and the Republic of Ireland;

EXCEPT THAT, following an agreement between The Brigade and The Northern Ireland Boys’ Brigade to be dated on or prior to 31<sup>st</sup> August 2023 and to be effective from and after 1<sup>st</sup> September 2023, shall not admit to membership any company or group which is domiciled in Northern Ireland and 1<sup>st</sup> Donegal, 1<sup>st</sup> Dunkineely and 1<sup>st</sup> Milford Companies having resigned their membership of The Brigade shall not be re-admitted without agreement of The Northern Ireland Boys’ Brigade while the said agreement is in force.

“Brigade Regulations” are those regulations pursuant to clause 87 which may be made by the Brigade Executive and Brigade Council for the governance, structure, membership and any other aspects of The Brigade and the Charity;

“Brigade Council” means the Council of The Boys’ Brigade in the United Kingdom of Great Britain and Northern Ireland, the Isle of Man, the Channel Islands and the Republic of Ireland whose members shall constitute the membership of the Charity for the purposes of the Act;

A “Company” is a local grouping of the Brigade movement as defined in Brigade Regulations;

The “Brigade Executive” is the trustee body and is the representative group of the Regions of The Brigade. It provides leadership with regard to Brigade Regulations and is responsible for the vision and strategic work of The Brigade;

A “Region” is a geographical area as defined in Brigade Regulations;

“Regional representatives” means the representatives of the Regions on the Brigade Executive;

“Registered Leader” means a leader within The Brigade as defined in Brigade Regulations;

“the Trustees” means the Brigade Executive who are the Trustees of the Charity. The Trustees are charity trustees as defined by the Charities Act 1993 and directors for the purposes of the Act;

“Virtually” means by telephone link, video link, or other technology enabling all

participants to communicate with one another in real time without being physically present in the same place;

words defined in Brigade Regulations shall have the same meaning as in these Articles, and

words importing the singular include the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **Brigade Council**

- 2 Brigade Council is the representative body of The Boys' Brigade in the United Kingdom of Great Britain and Northern Ireland, the Isle of Man, the Channel Islands and the Republic of Ireland
  - 2.1 Brigade Council shall meet on a periodic basis to discuss the vision and strategic direction of The Brigade and the means of achieving its objects
  - 2.2 Brigade Council shall be a forum to address significant matters of concern to the work of The Brigade. As such, it shall have the right to ask the Brigade Executive to explain their conduct, decision and actions whilst having regard to the recommendations, guidance and leadership provided by the officers of the Charity
  - 2.3 Brigade Council shall have the power to amend the Memorandum and Articles by special resolution

## **Members of Brigade Council**

- 3 The members of Brigade Council are:
  - 3.1 Companies
  - 3.2 Trustees / Members of the Brigade Executive
  - 3.3 Members of a Regional Committee
  - 3.4 Area Groupsas defined in Brigade Regulations

- 4 The Trustees shall keep a register of names and addresses of the members of Brigade Council
- 5 Brigade Council may be attended by:
  - 5.1 Those persons detailed in clause 3 above, and
  - 5.2 Such person as defined in Brigade Regulations

### **Termination of membership of Brigade Council**

- 6 Membership is terminated if:
  - 6.1 the member dies or, if it is an organisation, ceases to exist;
  - 6.2 the member resigns by written notice to the Charity unless, after the resignation, there would be fewer than two members;
  - 6.3 any sum due from the member to the Charity is not paid in full within six months of it falling due and the procedure in clause 6.4 has been applied;
  - 6.4 the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that such membership be terminated. A resolution to remove a member from membership may only be passed if:
    - 6.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and
    - 6.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the Charity) had the opportunity to make representations to the meeting.

### **Brigade Council meetings**

- 7 General meetings of the Charity shall be called by the Trustees and known as meetings of Brigade Council. An annual general meeting shall be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- 8 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 9 The Trustees may call an extraordinary general meeting at any time.
- 10 The expression 'meeting' includes, except where inconsistent with any legal

obligation:

- 10.1 A physical meeting
- 10.2 a meeting held Virtually, and
- 10.3 telephone conferencing.

## Notice of general meetings

- 11 The minimum periods of notice required to hold a general meeting of the Charity are:
  - 11.1 twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
  - 11.2 fourteen clear days for all other extraordinary general meetings.
- 12 The notice shall specify the date time and place, of the meeting **and, if applicable, the arrangements for accessing the meeting virtually**, and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 13 The notice shall be given to all the members and to the Trustees and auditors.
- 14 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity or because of a failure in delivery due to any cause beyond the control of the Charity.

## Proceedings at general meetings

- 15 No business shall be transacted at any general meeting unless a quorum is present.
- 16 A quorum is two members entitled to vote upon the business to be conducted at the meeting present, **physically or, where applicable, virtually**.
- 17 If:
  - 17.1 a quorum is not present (**physically or, where applicable, virtually**) within half an hour from the time appointed for the meeting; or
  - 17.2 during a meeting a quorum ceases to be present (**including where one or more of those attending virtually is no longer able to participate in the meeting and this reduces the number of members who are able to participate below the quorum**);the meeting shall be adjourned to such time and place as the Trustees shall

determine.

- 18 The Trustees shall reconvene any meeting adjourned in accordance with clause 17 and shall give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 19 If no quorum is present (physically or, where applicable, virtually) at a reconvened meeting in accordance with clause 18 within fifteen minutes of the time specified for the start of the meeting the members present (physically or, where applicable, virtually) at that time shall constitute the quorum for that meeting.
- 20 General meetings shall be chaired by the person who has been appointed by the Trustees.
- 20.1 If there is no such person or he or she is not present (physically or, where applicable, virtually), within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- 20.2 If no Trustee is present (physically or, where applicable, virtually) and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present (physically or, where applicable, virtually), and entitled to vote must choose one of their number to chair the meeting.
- 21 The chairman of the meeting may, with the consent of the meeting at which a quorum is present (physically or, where applicable, virtually), adjourn the meeting if necessary.
- 21.1 The chairman of the meeting shall decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution for adjournment.
- 21.2 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 21.3 If a meeting is adjourned for more than twenty eight days, notice shall be given of the reconvened meeting stating the date time and place of the meeting as in the case of an original meeting. If the adjourned meeting is to take place in twenty eight days or less, then the meeting shall proceed as before and without the need for a new notice to be given.

## **Brigade Council Business**

- 22 The annual general meeting shall, inter alia:
- 22.1 Receive or consider items relating to the vision, goals and development

of The Brigade

- 22.2 Receive reports of the Brigade Executive
- 22.3 Receive the accounts
- 22.4 Appoint auditors
- 22.5 Consider any other competent items or motions
- 23 Extraordinary meetings shall consider only the items for which the meeting has been convened.
- 24 To be treated as valid, a motion must be in the name of:
  - 24.1 The Brigade Executive, or
  - 24.2 A Region, or
  - 24.3 An Area Group, or
  - 24.4 Five Registered Leaders from five different Companies
- 25 The notice period for raising motions shall be specified in Brigade Regulations approved by Brigade Council by ordinary resolution.

### **Voting at meetings**

- 26 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands a poll is demanded;
  - 26.1 by the person chairing the meeting; or
  - 26.2 by at least ten members having the right to vote at the meeting; or
  - 26.3 the Trustees declare in the notice of the meeting that a poll shall take place
- 27 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 28 The result of the vote shall be recorded in the minutes.
- 29 If a poll is demanded, it shall be taken as the person who is chairing the meeting directs; who may appoint scrutineers who need not be members; and who may fix a time and place for declaring the results of the poll.

- 30 In the event that a poll is demanded pursuant to clause 26 by the Trustees in the notice of the meeting, members shall apply to the Charity at the registered office for a polling card by a time to be determined by the Trustees, but not less than seven days prior to the meeting.
- 31 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded and shall be recorded in the minutes.
- 32 A poll demanded on the election of a person to chair a meeting or on a question of adjournment shall be taken immediately.
- 33 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 34 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 35 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

### **Votes of members**

- 36 At meetings of Brigade Council, voting shall be as follows:

#### 36.1 Company votes

- 36.1.1 There shall be one vote per Company
- 36.1.2 The Company vote shall be exercised by a Registered Leader in the Company
- 36.1.3 If a Company cannot be represented at a Brigade Council meeting by one of its own Registered Leaders, the Company may appoint in writing as proxy another person attending Brigade Council to vote on the Company's behalf
- 36.1.4 In the event that the Company wishes to exercise its vote by post or another method, it shall be in accordance with Brigade Regulations approved by Brigade Council

#### 36.2 Area Group votes

- 36.2.1 There shall be one vote per Area Group
- 36.2.2 The Area Group vote shall be exercised by a Registered Leader who is representing the Area Group

- 36.2.3 If the Area Group cannot be represented at a Brigade Council meeting by one of its own Registered Leaders, the Area Group may appoint in writing as proxy another person attending Brigade Council to vote on the Area Group's behalf
- 36.2.4 In the event that the Area Group wishes to exercise its vote by post or another method, it shall be in accordance with Brigade Regulations approved by Brigade Council

### 36.3 Individual votes

- 36.3.1 There shall be one vote for each
- 36.3.1.1 Brigade Executive member
  - 36.3.1.2 Regional Committee member
- 36.3.2 Under no circumstances shall an individual exercise more than one vote permitted under clause 36.3.1

- 37 No member shall be entitled to vote at any general meeting or at any adjourned meeting if that member owes any money to the Charity
- 38 Any objection to the qualification of any voter shall be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

### **The Trustees / Brigade Executive**

- 39 The trustees shall constitute the Brigade Executive who have the general control and management of the administration of the Charity.
- 40 The Brigade Executive shall provide the Brigade with inspiration, leadership, guidance and planning towards the achievement of its stated Objects, utilising the experience of its members, taking into account the opinions and views of the Brigade and to provide professional skills and experience to the Charity.
- 41 The Brigade Executive shall consist of individuals who are appointed in accordance with Brigade Regulations approved by Brigade Council, which shall make provision for, inter alia:
- 41.1 Appointing Regional representatives who are Registered Leaders,
  - 41.2 Appointing young people,
  - 41.3 Co-opting individuals
- 42 A Trustee shall be a natural person aged 18 years or older.
- 43 No one shall be appointed a Trustee if he or she would be disqualified from

acting under the provisions of clause 60.

- 44 The number of Trustees shall be not fewer than three but, unless otherwise determined by ordinary resolution, shall not be subject to any maximum.
- 45 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

### **Powers of Trustees**

- 46 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- 47 No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 48 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

### **Retirement of Trustees**

- 49 Clauses 50 and 51 shall operate as default provisions in the event that Brigade Regulations as properly approved by Brigade Council are not in force in respect of the retirement of trustees.
- 50 At each annual general meeting one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office. If there is only one Trustee he or she shall retire.
- 51 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 52 If a Trustee is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

### **The Appointment of Trustees**

- 53 Clause 54 and 55 shall operate as default provisions in the event that Brigade Regulations as properly approved by Brigade Council are not in force in respect of the appointment of trustees.
- 54 The Charity may by ordinary resolution at a general meeting:  
54.1 appoint a person who is willing to act to be a Trustee; and

- 54.2 determine the rotation in which any additional Trustees are to retire.
- 55 No person other than a Trustee retiring by rotation may be appointed a Trustee at any general meeting unless he or she is recommended for election by the Trustees
- 56 All members who are entitled to receive notice of a general meeting shall be given not less than seven clear days' notice of any resolution to be put to the meeting to appoint a Trustee other than a Trustee who is to retire by rotation.
- 57 The Trustees may appoint by co-option a person who is willing to act to be a Trustee.
- 58 A Trustee appointed by a resolution of the other Trustees shall retire at the next annual general meeting and shall not be taken into account in determining the Trustees who are to retire by rotation.
- 59 The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

### **Disqualification and removal of Trustees**

- 60 A Trustee shall cease to hold office if he or she:
- 60.1 ceases to be a Trustee by virtue of any provision in the Act or is prohibited by law from being a Trustee;
- 60.2 is disqualified from acting as a Trustee by virtue of prevailing Acts of Parliament;
- 60.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 60.4 resigns as a Trustee by notice to the Charity, but only if at least two Trustees will remain in office when the notice of resignation is to take effect; or
- 60.5 is absent without the permission of the Trustees from three consecutive meetings of the Trustees without due reason.

### **Trustees' remuneration**

- 61 The Trustees shall not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

## **Proceedings of Trustees**

- 62 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 62.1 Any Trustee may call a meeting of the Trustees.
- 62.2 The secretary shall call a meeting of the Trustees if requested to do so by a Trustee.
- 62.3 Questions arising at a meeting shall be decided by a majority of votes.
- 62.4 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 63 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 63.1 The quorum shall be two or the number nearest to one third of total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Trustees.
- 63.2 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 64 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling or adjourning a general meeting.
- 65 The Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- 65.1 If no person has been appointed to chair meetings of the Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 65.2 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Trustees.
- 66 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or, as the case may be, a committee of Trustees duly convened and held.

67 A resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

## **Delegation**

68 The Trustees may delegate any of their powers or functions to a committee of two or more Trustees and the terms of any delegation shall be recorded in the minute book.

68.1 The Trustees may impose conditions when delegating, including the conditions that:

68.1.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

68.1.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

68.2 The Trustees may revoke or alter a delegation.

68.3 All acts and proceedings of any committees shall be fully and promptly reported to the Trustees.

69 A Trustee shall absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

70

70.1 Subject to clause 70.2, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

70.1.1 who was disqualified from holding office;

70.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

70.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

70.1.4 the vote of that Trustee; and

70.1.5 that Trustee being counted in the quorum;

the decision has been made by a majority of the Trustees at a quorate meeting.

70.2 Clause 70.1 does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for clause 70.1, the resolution would have been void, or if the Trustee has not complied with clause 69.

## Seal

- 71 If the Charity has a seal, it shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

## Minutes

- 72 The Trustees shall keep minutes of all:
- 72.1 appointments of officers made by the Trustees;
  - 72.2 proceedings at meetings of the Trustees and any of their committees;
  - 72.3 proceedings at meetings of the Charity;
  - 72.4 meetings of the Trustees and committees of Trustees including:
    - 72.4.1 the names of the Trustees present at the meeting;
    - 72.4.2 the decisions made at the meetings; and
    - 72.4.3 where appropriate the reasons for the decisions.

## Accounts

- 73 The Trustees shall prepare for each financial year accounts as required by prevailing Acts of Parliament. The accounts shall be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 74 The Trustees shall keep accounting records and have them audited as required by prevailing Acts of Parliament.

## Annual Report and Return and Register of Charities

- 75 The Trustees shall comply with the requirements of the prevailing Acts of Parliament with regard to:
- 75.1 the transmission of the statements of account to the Commission;
  - 75.2 the preparation of an annual report and its transmission to the Commission;
  - 75.3 the preparation of an annual return and its transmission to the Commission.
  - 75.4 The Trustees shall notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## Notice

76 Any notice to be given to or by any person pursuant to the articles:  
76.1 shall be in writing; or

76.2 shall be given using electronic communications.

77 The Charity may give any notice to a member either:

77.1 personally; or

77.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

77.3 by leaving it at the address of the member; or

77.4 by giving it using electronic communications to the member's address, or

77.5 by publishing a notice in the official publication of the Charity

A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom of Great Britain and Northern Ireland, the Isle of Man, the Channel Islands or the Republic of Ireland shall not be entitled to receive any notice from the Charity.

78 A member present (**physically or, where applicable, virtually**) ~~in person~~ at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

79 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

80 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the ~~Institute of Chartered Secretaries and Administrators~~ **Chartered Governance Institute** shall be conclusive evidence that the notice was given.

81 A notice shall be deemed to be given:

81.1 48 hours after the envelope containing it was posted; or

81.2 in the case of an electronic communication, 48 hours after it was sent.

## Registered Leaders in The Brigade

82 Individuals who work within The Brigade are required to be registered and shall:

82.1 apply to the Charity in the form required by the Trustees; and

82.2 be approved in accordance with Brigade Regulations that have been approved by the Trustees.

83 The Trustees shall maintain Brigade Regulations that govern the application for, admission to, refusal of, suspension from and revocation of Registered Leader status in accordance with the prevailing law and best practice to ensure that, inter alia, adequate child protection procedures are in force.

### **The Boys' Brigade overseas**

84 The Charity shall participate in the international work of The Boys' Brigade overseas

### **Official Publication**

85 The Charity shall maintain an official publication.

### **Indemnity**

86 The Charity shall indemnify every Trustee, Regional Committee member or secretary or auditor of the Charity (the 'Indemnified Person') against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Indemnified Person or in which the Indemnified Person is acquitted or in connection with any application in which relief is granted to the Indemnified Person by the court or the Commission from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Brigade Regulations**

87 Brigade Regulations shall be used to govern the structure, administration, membership and other aspects of Brigade activities.

88 Brigade Regulations may regulate the following matters but are not restricted to them:

88.1 Matters reserved for Brigade Council:

88.1.1 the mission statement

88.1.2 the structure of The Brigade and the interface and linkages between the Company, Area Group, Region, Brigade Executive and the Charity

88.1.3 uniform

88.1.4 subscriptions

88.1.5 the procedure at general meetings in so far as such procedure is not regulated by the Act or by these Articles

88.2 Matters reserved for the Trustees:

88.2.1 the application for, admission to, refusal of, suspension from and revocation of Registered Leader status in accordance with the prevailing law and best practice to ensure that, inter alia, adequate child protection procedures are in force

88.2.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

88.2.3 the procedure at meetings of the Trustees in so far as such procedure is not regulated by the Act or by these Articles;

88.3 generally all such matters as are commonly the subject matter of company or charity rules.

89 The Trustees may from time to time make such reasonable Brigade Regulations as they may deem necessary or expedient for the proper conduct and management of the Charity.

90 The Trustees shall adopt such means as they think sufficient to bring Brigade Regulations to the notice of members of the Charity.

91 Brigade Council shall have the power to make, alter, add or repeal Brigade Regulations by ordinary resolution.

92 Brigade Regulations shall be binding on all members and Registered Leaders of the Charity and The Brigade. No Brigade Regulation shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles. Brigade Regulations shall be construed and take effect in accordance with, and subject to, the law.