

## **THE BOYS' BRIGADE**

### **BRIGADE COUNCIL STANDING ORDERS**

#### **Introduction**

- 1 These procedure rules have been prepared in order to assist Brigade Council Members to transact the business of Brigade Council.
- 2 These procedure rules do not replace or override the Memorandum & Articles of Association or Brigade Regulations.
- 3 All references in these procedure rules to the term "Trustee" also refer to "Member of Brigade Executive" as provided in Article 38.

#### **Brigade Council (Article 2)**

- 4 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.
  - 4.1 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.
  - 4.2 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, decisions and actions whilst having regard to the recommendations, guidance and leadership provided by the officers of the Charity.
  - 4.3 Brigade Council shall have the power to amend the Memorandum and Articles of Association by special resolution.
  - 4.4 It has been agreed that Brigade Council may meet virtually and these Standing Orders include provisions which shall apply to virtual meetings as well as in person meetings.

#### **Brigade Council membership (Article 3)**

- 5 The members of Brigade Council are:
  - 5.1 Companies;
  - 5.2 Members of the Brigade Executive;
  - 5.3 Members of a Regional Committee; and
  - 5.4 Area Groups (Battalions and Districts);as defined in Brigade Regulations.

- 6 Brigade Council may be attended by all members of the Brigade who have attained their 16<sup>th</sup> birthday at the date of the meeting. (Article 5 & Regulation 80).

**Business of Brigade Council** (Article 21 & Regulation 82)

- 7 The business of Brigade Council shall be to
- 7.1 Receive or consider items relating to the vision, goals and development of The Brigade;
  - 7.2 Receive reports of the Brigade Executive;
  - 7.3 Receive the financial statements and the Reports of the Trustees and of the Auditors thereon;
  - 7.4 Agree the contributions of each Company, member and Leader to the General Fund of the Brigade;
  - 7.5 Elect Trustees and Office Bearers (in accordance with the provisions of Brigade Regulations from time to time);
  - 7.6 Appoint auditors on the nomination of Brigade Executive;
  - 7.7 Endorse Regulations promulgated by Brigade Executive; and
  - 7.8 Consider any other competent business or motions.

**Motions for consideration by Brigade Council** (Articles 23 and 24 and Regulation 83)

- 8 To be treated as valid business, a motion must be in the name of:
- 8.1 The Brigade Executive, or
  - 8.2 A Region, or
  - 8.3 An Area Group, or
  - 8.4 Five Registered Leaders as defined in Brigade Regulations from five different Companies, and
  - 8.5 In the case of 8.2, 8.3 or 8.4 must be sent electronically or in writing by post or by hand to the Brigade Secretary, to arrive not later than 12 noon on the 15<sup>th</sup> February, or if such day be a Saturday or Sunday, on the Friday immediately preceding that day.
- 9 The terms of such a motion and the name(s) of the proposer(s) thereof shall be published by electronic means, by 31<sup>st</sup> March following, and in the issue of the Gazette immediately succeeding.

- 10 No amendment to such a motion shall be valid unless (a) proposed by the Brigade Executive or (b) notice of such amendment is sent electronically or in writing by post or by hand to the Brigade Secretary to arrive not later than 12 noon on the last Friday in May immediately succeeding publication of the proposed motion. To be treated as valid, an amendment must be in the name of one of the parties described in 8.1, 8.2 or 8.3 above or in the name of five Registered Leaders as specified in 8.4 above.
- 11 Amendments are of four kinds
  - 11.1 To omit certain words;
  - 11.2 To omit certain words and insert or add others;
  - 11.3 To insert certain words; or
  - 11.4 To add certain words.
- 12 The terms of such amendment to the motion and the name(s) of the proposer(s) thereof shall be published by electronic means by 30<sup>th</sup> June following, and in the issue of the Gazette immediately succeeding.
- 13 **Procedure for voting at Brigade Council** (Articles 25 – 34)

Unless paragraph 13A applies, 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;

  - 13.1 by the person chairing the meeting; or
  - 13.2 by at least ten members having the right to vote at the meeting; or
  - 13.3 the Trustees declare in the notice of the meeting that a poll shall take place.

13A Where a meeting is being held virtually, the person chairing the meeting shall have discretion to gauge approval, without need formally to vote, by combining the following indications, namely any requests to speak which have been intimated, by asking those attending Brigade Council virtually to “raise a hand” on Zoom (or other equivalent virtual indication), and having regard to the total voting by post. If, following use of this procedure, the person chairing the meeting so decides, or any ten or more members having a right to vote at the meeting request a formal vote, the person chairing the meeting shall call for a virtual vote to take place, which shall be conducted in accordance with paragraph 16A below.

- 14 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 15 The result of the vote shall be recorded in the minutes.
- 16 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.

16A Voting at a Virtual Meeting: members attending Brigade Council virtually who have asked to exercise their vote at the meeting (i.e. those who have not previously voted by post) shall vote in accordance with the virtual polling system adopted for the meeting, voting in the category of vote to which they are entitled (i.e. Company or Area vote in person; or individual vote as a Brigade Executive member or member of a Regional Committee; or proxy for a Company or Area Group). The voting lists shall be scrutinised, and these votes shall be combined with postal votes previously submitted and the person chairing the meeting shall announce the result of the vote, which shall be recorded as set out in paragraph 15. In no circumstances shall a second vote be taken on a matter which has already been the subject of a vote by virtual voting.

- 17 In the event that a poll is demanded pursuant to clause 25 of the Articles of Association (i.e. as at 13.3 above) by the Trustees in the notice of a meeting to be held in person, 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.
- 18 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.
- 19 A poll demanded on the election of a person to chair a meeting or on a question of adjournment shall be taken immediately.
- 20 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 21 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.
- 22 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** (Articles 35-37 & Regulation 81)

- 23 At meetings of Brigade Council, voting shall be as follows:
- 24 Company votes
  - 24.1 There shall be one vote per Company;
  - 24.2 The Company vote shall be exercised by a Registered Leader in the Company;
  - 24.3 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; and
  - 24.4 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 as notified in the papers issued for the registration of votes for the meeting.
- 25 Area Group votes
  - 25.1 There shall be one vote per Area Group;
  - 25.2 The Area Group vote shall be exercised by a Registered Leader who is representing the Area Group;
  - 25.3 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; and
  - 25.4 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 as notified in the papers issued for the registration of votes for the meeting.
- 26 Individual votes
  - 26.1 There shall be one vote for each
    - 26.1.1 Brigade Executive member; and
    - 26.1.2 Regional Committee member.
  - 26.2 Under no circumstances shall an individual exercise more than one vote permitted under clause 26.1, but this provision shall not prevent an individual being appointed proxy for another member of Brigade Council.
- 27 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.

- 28 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.

**Procedure for dealing with motions raised under Articles 23 & 24 and Regulation 83**

- 29 A motion that has been properly raised in accordance with the Memorandum & Articles of Association and Brigade Regulations shall, at the Brigade Council meeting, be proposed and seconded.
- 30 The proposer of a motion shall have five minutes to present the motion. The seconder shall have three minutes to support the motion.
- 31 Once the motion has been proposed and seconded, the person chairing the meeting shall open the motion for debate by Brigade Council. Speakers in debate shall have a maximum of three minutes to address the meeting.
- 32 Every person attending Brigade Council who so desires shall have an opportunity of speaking upon each motion; no second speech will be allowed, except that the mover of the original motion shall have the right to reply.
- 33 Guests of the Brigade may be invited to address Council at the sole discretion of the person chairing the meeting.
- 34 The person chairing the meeting shall determine when the matter has been discussed sufficiently and shall permit the proposer to reply to the debate for a maximum of three minutes following which a vote shall be taken.
- 35 The order in which members speak shall be determined by the person chairing the meeting.
- 36 Speeches must be relevant to the subject under debate. Speakers that ignore this rule should be called to order by the person chairing the meeting.
- 37 In order to assist the efficiency of the meeting, a light box shall be used to indicate the passage of time whereby
- 37.1 An amber light will indicate that the speaker has one minute remaining, and
- 37.2 A red light means that the allotted time has expired and the speaker must stop.
- 37A When a meeting is being held virtually, alternative means to indicate the passage of time may be used so that it is clearly visible to the speaker and to

those in attendance, and a mute function may be used to bring a speaker to a close.

- 38 Points of order, which may be raised by any member, whether or not he or she has previously spoken, should be taken immediately they are brought to the notice of the person chairing the meeting. Explanations should be brief, to the point and must not introduce new topics.

### **Procedure for dealing with amendments to motions raised under Regulation 83**

- 39 If a valid amendment has been raised pursuant to Regulation 83, then,
- 39.1 the original motion shall be proposed and seconded,
  - 39.2 there shall be no debate on the original motion, but the person chairing the meeting shall call the amendment to be proposed and seconded,
  - 39.3 any debate on the amendment shall take place, and
  - 39.4 a vote shall be taken to determine whether the amendment is successful or falls.
- 40 The provisions set out in paragraphs 30-38 above shall be used to govern the debate with the exception that the proposer of the amendment shall not have a right to reply to the debate.
- 41 When voting takes place, if there is an equality of votes and the person chairing the meeting does not exercise his casting vote then the Amendment is deemed to have been “Not Carried”.
- 42 The meeting must not be asked to vote on two or more amendments at the same time. The person chairing the meeting shall only allow one amendment to be before the meeting at a time.
- 43 If the amendment is not carried, the original motion remains to be either:
- 43.1 subjected to any further properly raised amendment(s), or
  - 43.2 opened for debate as provided in paragraphs 29 – 38 above.
- 44 Where an amendment has been put to the meeting and carried, it must be put a second time with the said amendment embodied in the substantive motion, which shall supersede the original Motion.
- 45 When an approved amendment has been put to the meeting as the substantive motion and is subsequently lost, the original motion cannot be revived.

### **General procedural rules**

- 46 In accordance with Article 21 and Regulation 82, Brigade Council shall receive the financial statements of The Boys' Brigade and the Trustees' and Auditor's Reports thereon. When this item of business is being proposed to the meeting, the time limit set out in paragraph 30 above shall not apply to the proposer of the motion. Similarly, the time limit shall not apply to presenters of reports.
- 47 Where a motion has been properly raised under the Memorandum & Articles of Association or Brigade Regulations, it can only be withdrawn by those that proposed it under Article 23 or Regulation 83. However, the original proposer of a motion may (without formal procedure at Brigade Council) accept an amendment to omit, insert or add certain words, and in that case the amended motion becomes the substantive motion to be proposed and considered at Brigade Council. An amendment that has not been accepted by the proposer(s) of the motion subject of the amendment or withdrawn must be considered by Brigade Council.
- 48 Where there is an item of business on the Brigade Council agenda that is not subject to a motion, but requires debate, the person chairing the meeting may utilise the procedure set out in paragraphs 30-38 if he considers that this would be an efficient and appropriate route through which to hear the said debate.

#### **Amendment of the Memorandum and Articles of Association**

- 49 Any amendment to the Memorandum and Articles of Association shall be by Special Resolution in accordance with the requirements of Company Law in force at the time.

#### **Amendment of these Procedure Rules**

Brigade Council procedure rules may be amended by an ordinary resolution of Brigade Council except where such changes require a constitutional motion to amend the Memorandum & Articles of Association or other parts of Brigade Regulations. Where the Memorandum & Articles of Association or other parts of Brigade Regulations are amended then these procedure rules shall be adapted by the Brigade Executive to reflect those changes.