

THE BOYS' BRIGADE
EDINBURGH, LEITH AND DISTRICT BATTALION

CONSTITUTION

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AMENDED 9 JUNE 2008

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CONSTITUTION

1. The Battalion shall be called "The Edinburgh, Leith & District Battalion".
2. Membership of the Battalion will be open to all Companies of The Boys' Brigade situated within the boundaries of the City of Edinburgh, East Lothian and Midlothian Local Authority areas, together with such other Companies as the Battalion Executive decide to admit.
3. The purpose of the Battalion shall be to support the work of all Boys' Brigade Companies forming part of the Battalion and to promote the aims and objectives of The Boys' Brigade.

THE BATTALION COUNCIL

Purpose and Powers

4. The purpose of the Battalion Council (referred to hereafter as "Council") is to:
 - elect the Battalion Office Bearers;
 - discuss matters of mutual interest and concern to Officers and Boys of the Battalion; and
 - inform the Battalion Executive of the Council's views on such matters and provide direction in order that the Battalion Executive may carry out its functions in accordance with the wishes of Council.

Membership and attendance

5. Council shall consist of:
 - (i) Registered Leaders of the Companies of the Battalion;
 - (ii) any other Registered Leaders acting in the service of the Battalion; and
 - (iii) all members of the Battalion Executive.
6. The phrase "Registered Leaders" refers to Captains, Lieutenants, Warrant Officers and Helpers holding a current registration with the Boys Brigade.
7. The following groups will be entitled to attend and speak at Council meetings but will not have the right to vote:
 - The Battalion President
 - Officers on the Battalion List of Reserve Officers;
 - Honorary Officers of the Battalion;
 - All other members of a Company within the Battalion who have attained their 16th Birthday at the date of the meeting;
 - Elected Area Representative(s) to the Boys' Brigade Scotland Committee who do not meet the membership criteria outlined in clause 5;
 - Trustees of The Boys' Brigade resident within the Battalion Boundary (as described in Clause 2) who do not meet membership criteria outlined in clause 5;
 - Employees of the Battalion;
 - Any other individuals who have been invited in writing to attend the meeting by the Battalion Executive.

Chair

8. Each Council meeting must have a Chair. The elected Chairman of the Battalion Executive shall act as Chair of the Council. In his or her absence the following members of the Battalion Executive may assume the role of Chair (in descending order of preference):
 - (i) Secretary;

- (ii) Treasurer
- (iii) Chaplain
- (iv) The Company Section Executive Member
- (v) The Anchor Boy & Junior Section Executive Member.

In the absence of both the Chair and all the authorised deputies outlined in clauses 8(i)-(v) a Council meeting will not be validly constituted and business may not proceed.

9. The Chair of a Council meeting shall have a casting as well as a deliberative vote to be used when necessary to reach a view on an issue where those present are equally divided.

Meetings

10. Council will have 3 standing meetings per year. Those meetings will normally be in June (the Annual General Meeting), September/October and January/February, but can be held at other times provided adequate notice is given, as detailed in clause 12. Additional meetings of Council may be called at any time during the year by:
 - (i) the Battalion Secretary;
 - (ii) the Battalion Executive
 - (iii) the written request (addressed to the Battalion Secretary) of five Officers representing at least five companies, stating the purpose for which the meeting is to be called.
11. The Battalion Secretary will determine the date, time and location of all Council meetings and will be responsible for advising all Council members of those meetings in accordance with clause 12. The dates of standing meetings will be agreed in advance by the Battalion Executive.
12. Notice of standing Battalion Council meetings shall be given at least 2 months in advance of the meeting date – by including the dates of such meetings in the Battalion Calendar of Events and/or by advising Council members of the proposed date direct (either electronically or in hard copy). A copy of the agenda for standing Council meetings shall be issued directly to each member of Council (either electronically or in hard copy) not later than 14 days before the date of the standing meeting. Notice of, and a copy of the agenda for, additional Council meetings, shall be issued to each member of Council (either electronically or in hard copy) not later than 7 days before the date of the additional meeting.
13. Advance notice must be given of formal issues for discussion/inclusion on a Council agenda and/or issues which will require Council to reach a decision (either by unanimity or vote). That notice must be sent, in writing, to the Battalion Secretary:
 - not later than 28 days before the date of a standing meeting
 - alongside the written request for an additional meeting (as outlined in clause 10(iii) above) where the issue is being raised by one of the Officers requesting that additional meeting;
 - not later than 3 days before the additional meeting where the issue is being raised by an Officer who plans to attend the additional meeting but did not request it.
14. Notice of an issue for discussion/decision at a Council meeting must give details of a proposer and seconder, who must both be entitled to vote at Council. Provided those details are given and advance notice is made in accordance with the timescales outlined in clause 13, the Battalion Secretary must include the item on the Council meeting agenda.
15. At least eighteen Officers present and entitled to vote representing at least eight companies shall form a quorum for any Council meeting. Should the number present not meet that quorum it will be open to those present to continue the meeting, subject to the post meeting ratification procedure outlined at clauses 43-48 below being followed before any decisions taken by that meeting can be regarded as taken.

OFFICE BEARERS OF THE BATTALION

Offices and Categories of Office

16. Council shall appoint the following Office Bearers:
 - Battalion Secretary;
 - Battalion Treasurer;
 - Battalion Chaplain;
 - Two Registered Leaders active in a Company Section in the Battalion (referred to hereafter as “The Company Section Executive Members”)
 - Two Registered Leaders active in the Anchor Boys and/or Junior Section in the Battalion (referred to hereafter as “The Anchor Boy & Junior Section Executive Members”)
17. Council may, in addition, appoint the following Honorary Office Bearers:
 - A Battalion President - who shall be a suitable public figure with an interest in the work of the Battalion and Brigade, who is able to represent the Battalion in the community.
 - Honorary Battalion President(s);
 - Honorary Battalion Vice President(s);
 - Such other ad hoc office bearers as considered necessary.
18. In the absence of any of the Battalion Office Bearers detailed in clause 16 for any reason (e.g. vacancy, ill health) the functions exercisable by that Office Bearer role may, at the discretion of the Battalion Executive, be exercised by another member of the Battalion Executive in order to ensure that the Business of the Battalion can continue to be carried out. The voting rights of an individual carrying out such additional functions remain unchanged.

Duration of Appointment and Maximum Periods in Office

19. The appointments detailed in clause 16 shall have a duration of 3-years commencing on 1 September of the year on which they are elected to serve.
20. No individual shall be appointed in the same Office Bearer role (as detailed in clause 16) for more than two consecutive 3-year periods and no individual shall hold the same Office Bearer role for longer than a total of 6 years in any consecutive 10-year period. An individual may serve a maximum of three consecutive 3-year periods in any combination of the Office Bearer roles detailed in clause 16, and must then retire for at least one year before becoming eligible for re-appointment.
21. Clause 20 does not apply to Battalion employees who, if so appointed, may act as Office Bearers without limit of time, provided Council continues to approve their appointment on a 3-yearly basis.
22. Individuals may hold office as an Honorary Office Bearer without limit of time, provided Council continues to approve their appointment on a 3-yearly basis.

Office Bearer Appointment and Removal Processes

23. Office Bearer vacancies may be filled by election of a new Office Bearer at any standing or additional meeting of Council, but shall usually be filled at the June standing meeting.
24. Nominations for Office Bearer vacancies must be submitted to the Battalion Secretary in accordance with the notice periods outlined in clause 13 above.
25. Individuals must nominate themselves for Office and that nomination must be seconded by a seconder who is entitled to vote at Council.
26. Council will appoint Office Bearers by means of an election at the Council meeting, which will include the option not to accept a sole nominee. Any election shall be carried out

by show of hands of those present at the meeting (backed up by a ballot if there is any doubt as to the result). A simple majority of those present and entitled to vote at the meeting will be sufficient to secure appointment. In the case of a tie the Chair of the Council meeting shall exercise his or her casting vote.

27. An Office Bearer may stand down at any time and must inform the Battalion Secretary in writing if he or she proposes to do so.
28. A proposal to remove an Office Bearer from office may be voted upon at any properly constituted Council meeting, provided notification of the intention to call for removal is provided in accordance with clauses 13 and 14. A two-thirds majority of those present and entitled to vote at the meeting will be required to remove an Office Bearer from office. Where such a majority is secured that Office bearer shall cease to hold office with immediate effect.
29. It shall be competent for Council to both remove an Office Bearer and elect a successor at a single meeting, providing both matters are notified as business for that meeting in accordance with clauses 13 and 14.

BATTALION EXECUTIVE

Purpose and Powers

30. The purpose of the Battalion Executive (referred to hereafter as "the Executive") is to:

- manage the affairs of the Battalion on behalf of Council, exercising day to day control over those affairs as trustees of the Battalion (and having regard to Council's views on matters of interest and concern);
- manage all the finances of the Battalion in accordance with its purpose as detailed in clause 3; and appoint an Independent Examiner for the annual reports and financial statements
- appoint such staff as it considers appropriate to further the purpose of the Battalion;
- monitor Company registrations within the Battalion (including the enrolment of Companies, providing new Companies with a number and/or designation and the dissolution of Companies in abeyance);
- monitor Officer registrations within the Battalion (including the enrolment of Officers and others appointed by the Executive, accepting resignations and cancelling appointments);
- form such sub-committees and working groups to report to it as it considers necessary to discharge its purpose (and regulate the membership and reporting arrangements of those groups).

Membership and Attendance

31. The Battalion Executive shall consist of the following members, all of whom will have voting rights at Executive meetings:

- The Battalion Secretary;
- The Battalion Treasurer;
- The Battalion Chaplain;
- The Company Section Executive Members;
- The Anchor Boy & Junior Section Executive Members;

32. In addition to the members listed in clause 31 the Executive may co-opt up to three additional Executive members who need not be connected with The Boys' Brigade. The Executive may give such members voting rights if it considers that appropriate. All co-options must be reviewed by the Executive annually with a view to considering whether the co-optee still needs to sit on the Executive and/or whether there would be a more suitable candidate for co-option. The Executive may terminate a co-optee's membership of the Executive at any time, by a majority decision of those present at a validly constituted Executive meeting.

33. The following groups will be entitled to attend and speak at Executive meetings but will not have the right to vote:
- The Battalion President
 - Elected Area Representative(s) to the Boys' Brigade Scotland Committee;
 - Trustees of The Boys' Brigade resident within the Battalion Boundary (as described in Clause 2);
 - Employees of the Battalion at the invitation of the Executive;
 - Representatives of any Battalion Sub-Committees, groups or any other individual the Executive invites to attend for a particular meeting or issue;
34. Clause 33 does not apply in respect of a Battalion employee who is a member of the Executive by virtue of holding one of the offices listed in clause 31. Such employees are entitled to attend and vote in all Executive meetings by virtue of the office held.

Chair

35. Each Executive meeting must have a Chair. The Battalion Executive shall elect a Chair from its permanent membership detailed in clause 31. In the absence of the elected Chair the following members of the Executive may assume the role of Chair (in descending order of preference):
- (i) Secretary;
 - (ii) Treasurer
 - (iii) Chaplain
 - (iv) A Company Section Executive Member
 - (v) An Anchor Boy & Junior Section Executive Member.
36. In the absence of both the Chair and all the authorised deputies outlined in clause 35 an Executive meeting will not be validly constituted and business may not proceed;
37. The Chair of an Executive meeting shall have a casting as well as a deliberative vote, to be used when necessary to reach a view on an issue where those present are equally divided.

Meetings

38. The Executive will have a minimum of 4 standing meetings per year at dates it shall agree in advance .
39. Additional meetings of the Executive may be called at any time during the year to discuss matters of urgency that cannot wait until the next scheduled meeting. Such meetings may be called by:
- (i) the Secretary;
 - (ii) any 4 or more members of the Executive.
40. Notice of (and a copy of the agenda for) all Executive meetings (including additional meetings) shall be issued to each Executive member not later than 7 days before the date of the meeting.
41. At least four Executive members must be in attendance to form a quorum at Executive meetings.
42. An Executive meeting need not involve all members meeting in person. Provided that the notice and quorum requirements provided in clauses 40-41 are met, any form of exchange which allows all Executive members to make their views known on an issue and signal agreement shall constitute a valid meeting (e.g. conference call, email exchange). Where such an exchange does not allow members to address each other collectively at the same time (e.g. an email exchange) it shall be the duty of the chair to sum up the output of the "meeting" in writing and ensure that a majority of members agree with that output before any decisions can be considered as having Executive approval.

INQUORATE MEETINGS - POST MEETING RATIFICATION PROCEDURE

43. Where a meeting of the Council or Executive has been properly called in accordance with the notice requirements of this constitution, but the numbers present at the meeting do not meet the quorum levels set, those present at the meeting may agree (by simple majority) that the meeting should continue. All decisions made at the meeting shall be put to a vote, with the numbers supporting and objecting to each decision being recorded. Any decisions made at the meeting will not be immediately valid – rather they will be subject to the ratification procedure outlined in clauses 44-47.
44. Any decisions made at a meeting where the quorum is not met but a decision to continue is made will be communicated in writing by the Battalion Secretary to the full membership of the Council/Executive as soon as practicable after the meeting – usually as part of the draft minutes of the meeting. Should any Council/Executive member who was not able to attend the meeting wish to object to or express support for any of the decisions made at such a meeting they are entitled to do so (in writing, addressed to the Battalion Secretary) for a period of up to 14 days after the date on which the Battalion Secretary communicates the decisions made.
45. As soon as practicable after the expiry of the 14 day period outlined in clause 44 the Battalion Secretary shall note any objections and/or expressions of support made and how many have been made in respect of each decision. These will then be added to the voting totals for the relevant decisions recorded at the meeting.
46. If, having completed the process outlined in clause 45, the outcome of the vote on a decision remains unchanged from that made at the meeting, the decision made at the meeting is regarded as ratified and is fully valid as though the meeting had been quorate.
47. If, having completed the process outlined in clause 45, the outcome of the vote on a decision is altered from that made at the meeting, that decision is regarded as not ratified and not taken by the Executive/Council.
48. Once the procedure at clauses 44-47 has been completed the Battalion Secretary shall be responsible for issuing (in writing) a final minute of the meeting, outlining the valid decisions made.

RESERVE OFFICERS

49. It shall be competent for the Executive to make special appointments
 - (i) to the Reserve, Officers who have retired from Company work or others whose interests, influence and help may be available for limited periods of service in Companies requiring help. Such appointments shall be reviewed by the Executive annually. Officers on the Reserve List are entitled to attend Battalion Council meetings but are not entitled to vote.
 - (ii) to the Honorary List, Officers who have retired from active Company or Battalion work after a period of exceptional service.

FINANCE

50. The Executive will agree an Annual Budget for the Battalion, normally in May each year, and will set appropriate spending and authorisation limits to facilitate adherence to that budget.
51. The Battalion's financial year is from 1st July - 30th June. To facilitate accurate accounting Companies with accounts outstanding should settle these by 30th June each year if possible.
52. Each Company shall contribute annually to the funds of the Battalion a sum to be decided annually by the Executive.

GENERAL

53. No Officer shall allow their Company, its Band or any member of their Company to take part, as belonging to The Boys' Brigade, in any function at home or abroad not in harmony with the spirit and Object of The Boys' Brigade.
54. In raising Company funds, Officers shall confine their appeal to the circle of interest connected with their own Church and Company unless agreement has been reached with neighbouring Companies. Officers must ensure accurate designation of their Company in any publicity.
55. Captains shall intimate to the Battalion Secretary the resignation of any Officer, any change of name or address of any Officer, or any change in the place, day or hour of meetings of any Section of the Company.
56. All official communications regarding the affairs of the Battalion and of the Group Councils shall be issued from Battalion Headquarters.

COMPETITIONS AND EVENTS

57. All competitions and events shall be conducted in accordance with Brigade guidelines and in accordance with the Battalion rules for the appropriate event or competition.

DISSOLUTION OF BATTALION

58. In the event of the Battalion being wound up, by Council's decision, the Executive members in post at the time that decision is made shall be responsible for transferring any residual assets to another charitable organisation which, in their view, has a purpose similar to that of the Battalion (or to another charitable organisation if no similar organisation can be identified).
59. In the event of the Battalion falling into total inactivity for a period of greater than 5 years the Trustees of The Boys' Brigade (UK) will be entitled to assume the role given to the Executive in clause 58 to ensure that the remaining assets of the Battalion are used to the benefit of a similar or (failing which) another charitable organisation.

AMENDMENTS

60. No addition to or alteration of this Constitution shall be made, except by Council. Notice of addition or alteration must be given in writing to the Battalion Secretary, in accordance with the procedures outlined in clauses 13 and 14 above. Written copies of proposed changes to the constitution will be provided in full in the Agenda for the relevant Council meeting. No addition or alteration to the Constitution shall be made except by the votes of two-thirds of those present and entitled to vote.