



**THE ROYAL BRITISH LEGION**

*(Incorporated by Royal Charter)*

199 BOROUGH HIGH STREET  
LONDON SE1 1AA



**THE  
2003  
ROYAL CHARTER  
OF  
INCORPORATION  
AND  
SCHEDULES**

**VERSION 10  
30 JUNE 2015**

(Registered Charity No. 219279)

# ROYAL CHARTER

## OF INCORPORATION AND SCHEDULES

### *Recitals*

***Elizabeth the Second*** by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

### **TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

WHEREAS His Majesty King George the Fifth in the year of our Lord one thousand nine hundred and twenty-five by Royal Charter (hereinafter called “the Original Charter”) dated the twenty-first day of April in the fifteenth year of His Reign constituted a Body Corporate and Politic by the name of the “British Legion”.

AND WHEREAS the purposes for which the Legion was incorporated were to inaugurate and maintain in a strong, positive, non-sectarian, united and democratic comradeship all those who serve or have served in Our Navy, Army or Air Force on Regular, Reserve or Auxiliary engagements so that neither their efforts nor their interests shall be forgotten and that just and equitable treatment shall be secured to them in respect of the difficulties caused in their lives as a result of their services and to consecrate and sanctify that comradeship by devotion to mutual service and helpfulness; and to perpetuate in the civil life of the Commonwealth and the world the principles for which the Nation stands, to inculcate a sense of loyalty to the Crown, Community and Nation, to promote unity amongst all classes, to secure peace and goodwill and to safeguard and transmit to posterity the principles of justice, freedom and democracy:

AND WHEREAS His Majesty King George the Sixth and We Ourselves were graciously pleased to grant Supplemental Charters of various dates amending the Original Charter:

AND WHEREAS We were graciously pleased to declare by the Supplemental Charter dated the tenth day of September, one thousand nine hundred and seventy-one, that the British Legion should henceforth be known as “The Royal British Legion:

AND WHEREAS by the Supplemental Charter dated the tenth day of April one thousand nine hundred and seventy-nine (hereinafter referred to as “the 1979 Supplemental Charter”) the Original Charter and all earlier Supplemental Charters were revoked except insofar as their provisions incorporated the Body Corporate and Politic by the name of The Royal British Legion and conferred upon it perpetual succession and authorised it to have a Common Seal and to sue and be sued:

AND WHEREAS by the Supplemental Charter dated the 27th day of May One Thousand Nine Hundred and Ninety Three (the “1993 Supplemental Charter”) the Original Charter and all earlier Supplemental Charters were further amended:

AND WHEREAS The Royal British Legion has by its humble petition represented unto Us that it is expedient that the Original Charter as amended by the 1979 Supplemental Charter and the 1993 Supplemental Charter should be further amended and that this can best be effected by the grant of a new Supplemental Charter replacing the 1993 Supplemental

Charter and the earlier Supplemental Charters and has prayed for the grant of a new Supplemental Charter accordingly:

### **Articles**

THEREFORE KNOW YE that We are pleased to command on behalf of our heirs and successors, as follows:

### **Revocation**

1. This declaration revokes the 1993 Supplemental Charter, except for Articles 1 and 2. These Articles confirm The Royal British Legion as a corporate body for all time, with the right to have a Common Seal, to sue and be sued, and to hold and to use all the other powers of a corporate body. Anything that has been lawfully done under the 1993 Supplemental Charter remains legal and valid; the revocation does not affect it.

### **Definitions**

2. In the Charter, these terms have the following meaning.

**Annual Conference:** has the meaning given from time to time by the Rules.

**Charter:** the Royal Charter, granted by King George the Fifth on 21 April 1925, continued by the Supplemental Charters of 10 April 1979 and 27 May 1993, as amended by this Charter and as it may be further amended from time to time.

### **Beneficiary:**

- (a) any man or woman who is currently serving as a Regular, Reserve or Auxiliary member of the Royal Navy, Army or Royal Air Force and who is aged 16 years or over, and has received 7 days' pay;
- (b) any man or woman who has previously received 7 days' pay as a Regular, Reserve or Auxiliary member of the Royal Navy, Army or Royal Air Force, and is aged 16 years or over;
- (c) any man or woman who served with the Mercantile Marine afloat in hostile waters, or as a full-time member of Allied Civil Police Forces, or who is entitled to the campaign medal issued by the Royal Navy, Army or Royal Air Force to those giving them direct support or under their command;
- (d) any member of Voluntary Aid Societies who has served full time and in uniform in direct support of the United Kingdom Armed Forces;
- (e) any British subject (whether by birth or otherwise) who has, during hostilities in which the United Kingdom Armed Forces were engaged, served at least 7 days in:
  - (i) the Forces of an Allied nation and received 7 days' pay from that nation:  
or
  - (ii) a resistance organisation of an Allied nation.

- (f) Any man who:
- (i) served in the Home Guard for at least 6 months, or in a Bomb and Mine Disposal Unit for at least 3 months;
- or
- (ii) was awarded the Defence Medal for service in the Home Guard or in a Bomb and Mine Disposal Unit.

However, no conscientious objector may qualify as a Beneficiary, unless they subsequently served in the Armed Forces meeting the qualifying conditions. The Board of Trustees decides which organisations qualify as Reserve or Auxiliary Forces or as Voluntary Aid Societies, and publishes a list from time to time. If there is any uncertainty, its decision is final and binding.

**Dependant, spouse, children and immediate family members** have the meanings given to them by the Governing Regulations.

**Governing Regulations:** the regulations in the Second Schedule to the Charter as they may be amended from time to time.

**Legion:** The Royal British Legion, incorporated by the Charter.

**Board of Trustees:** the governing body of the Legion, established by Article 10 of the Charter in accordance with the Rules.

**National Officers:** the Officers of the Legion specified in the Rules.

**Objects:** the Legion's aims and purposes, as set out in Article 3.

**Rules:** the Rules in the First Schedule to this Charter, as they may be amended from time to time.

**Special Resolution of the Annual Conference:** a resolution of the Annual Conference on a motion of which due notice shall have been given before the Conference and passed by a two thirds majority of those present at the Conference entitled to vote and voting by ballot.

**Special Resolution of the Board of Trustees:** a resolution of the Board of Trustees on a motion of which due notice shall have been given to the members of the Board of Trustees before the meeting at which the motion is to be considered and passed by a majority of two thirds of those present qualified to vote and voting.

### ***Objects***

3. (a) to relieve need and to further the education of beneficiaries and their spouses, children and dependants;
- (b) to relieve need and protect the mental and emotional health of the spouses, children, dependants and immediate family members of beneficiaries who have died or been severely injured;

- (c) to relieve suffering, hardship and distress to spouses, children and dependants caused by the absence of those serving in the Royal Navy, Army and Royal Air Force on Regular, Reserve or Auxiliary engagements;
- (d) to promote and support schemes for the resettlement, rehabilitation, retraining and sheltered employment, of beneficiaries and their spouses, children and dependants;
- (e) to promote public benefit by the commemoration of those who have died whilst on active service with the Armed Forces of the United Kingdom.

### **Powers**

4. To help achieve the objects, though not to exceed them, and without restricting the powers legally granted to the Legion by the Charter, the Legion has the following powers:
- (a) to ask for and receive subscriptions and gifts of all kinds, whether absolute or conditional, in aid of the objects, and to obtain money for those objects by any legal means;
  - (b) to arrange for and assist spouses and children to visit the graves of those who have fallen in service;
  - (c) to publish a Legion magazine;
  - (d) to establish and run nursing, residential and convalescent homes for the benefit of beneficiaries who are old, sick and disabled or their widows, widowers, children and dependants. This may include purchasing services from independent agencies; and providing rest breaks for the volunteer carers of the beneficiaries;
  - (e) to make grants or loans, with or without security, to beneficiaries who are in need, and their widows, widowers, children and dependants, to help them find and keep their job or maintain their home;
  - (f) to organise Festivals of Remembrance, services and parades to perpetuate the memory of sacrifices made during service with the Armed Forces in war and peace;
  - (g) to give financial assistance to any ex-Service charity that shares one or more of the objects. Its use must be limited to those objects;
  - (h) to promote, subscribe for, purchase or otherwise acquire any company, society or other institution (in the Charter referred to as the Related Companies) in order to achieve any of the objects;
  - (i) to accept shares in any commercial company that has irrevocably covenanted to pay the whole of its profits to further the objects;
  - (j) to carry on trading activities that are ancillary to carrying out the objects;

- (k) to acquire any lands or legal interests anywhere in the world, and to hold all land that the Legion is thus authorised to acquire freehold or on lease or otherwise. From time to time but in accordance with the law, it may grant, sell, lease, mortgage or otherwise dispose of part or all of this property;
- (l) to acquire any fixed or movable property on trust for any part of the Legion, or on any special trusts that fall within its objects, provided always that this trust property is administered separately and apart from any other property or funds of the Legion;
- (m) to give any guarantees or indemnities to any individuals, corporation or body transferring property to the Legion, and to settle any disputes or differences with any of them;
- (n) to construct and alter any offices, houses or other buildings or works that the Legion may need from time to time for its own purposes or to accomplish any of its objects;
- (o) to borrow and raise money;
- (p) to combine, co-operate with, take over, amalgamate with or absorb any other Society whose aims are included in the Legion's objects, provided that the Legion has no connection, either directly or indirectly, with any political party or organisation;
- (q) to invest all money that belongs to the Legion, that is not for the time being required for any of its objects, in any investments allowed by law for the investment of trust funds. With the consent of the Board of Trustees and after taking relevant professional advice, this money may be invested in or upon such stocks, funds, shares, securities or other investments as the Board of Trustees thinks fit;
- (r) to make proper and reasonable provision for pensions and superannuation for employees of the Legion and their dependants;
- (s) to use the capital of and income from the money and other fixed or movable property, granted to or belonging to the Legion at any time, to further any or all of the objects;
- (t) to purchase indemnity insurance for trustees;
- (u) generally to do all things that further the objects.

5. In accordance with Article 4 of this Charter, the income and property of the Legion must be used solely to promote the objects, and no part of it may be paid or transferred directly or indirectly, as a dividend, bonus or in any other way as profit to any member or members of the Legion. However, this provision does not prevent the income or property of the Legion being used in good faith to further the objects, even if one member or more benefits directly or indirectly from this use. It does allow payment in good faith to any Officers or servants of the Legion who are not members of the Board of Trustees, or to any member of it, in return for services actually

provided to the Legion. It also allows payment to any company in which a member of the Board of Trustees holds a beneficial interest of not more than 1% of the capital. This member is not bound to account for any share of profits he may receive from the payment.

### ***Membership***

6. Membership of the Legion consists of such classes of members as are specified by the Rules and is open to anyone, other than conscientious objectors, who qualifies in accordance with the Rules.

### ***Women's Section***

7. There is to be a Women's Section of the Legion established in accordance with the Rules.

### ***Patron***

8. There is to be a Patron of the Legion.

### ***National and other Officers***

9. The Rules provide for the appointment, election and retirement of National or other Officers of the Legion as and when appropriate.

### ***Board of Trustees***

10. The Legion will have a Board of Trustees as its governing body. The Rules will set out its constitution, functions and powers.

### ***Conferences of the Legion***

11. The Legion will hold conferences at times and places determined in accordance with the Rules.
12. The Rules and the Standing Orders drafted by the Conference Committee and approved by the Board of Trustees will set out the powers and duties of the conferences, the nature of the business they will transact, the rights of representation and the procedure there.

### ***Structure of the Legion***

13. The structure of the Legion will be as prescribed by the Board of Trustees in accordance with the Rules.

### ***Branches***

14. The Legion will have Branches, whose constitution, functions, powers and conditions of operation are set out in the Rules.

### ***Fundraising***

15. Fundraising is to take place in the name of the Legion and only for purposes defined in the objects. Similarly, The Royal British Legion title, headed notepaper and accommodation may be used only for the objects of the Legion.

### ***Rules***

16. The Rules in the First Schedule to this Charter (referred to here as the Rules) will be the Rules of the Legion until they are revoked, altered or added to as set out below.
17. Any or all of the Rules may from time to time be altered, added to or revoked by a Special Resolution of the Annual Conference but the change will not come into operation until it has been approved by a Special Resolution of the Board of Trustees.

### ***Governing Regulations***

18. The regulations in the Second Schedule to this Charter (referred to here as the Governing Regulations) will be the Governing Regulations of the Legion until they are revoked, altered or added to as set out below.
  - (a) Any or all of the Governing Regulations may from time to time be altered, added to or revoked by a Special Resolution of the Board of Trustees.
  - (b) Any amendment to a Governing Regulation must not conflict with the Charter.
19. Conferences, the Board of Trustees, Branches, individual members and administrative structures of the Legion must in all circumstances act in accordance with the Charter, Rules and Governing Regulations.

### ***Amendment to Charter***

20. The Charter may from time to time be altered, added to or revoked by a Special Resolution of an Annual Conference that has been subsequently ratified by a Special Resolution of the Board of Trustees. However, the change will not take effect unless allowed by Us, Our Heirs or Successors in Council. This Article will apply to this Charter, and to any Supplemental Charter, that is altered, added to or revoked. The change will not affect the validity of anything done under this Charter, or any Supplemental Charter, before the date on which the amendment comes into effect, but thereafter this Charter and any Supplemental Charter will operate as though their amended form had been the original.

### ***Surrender of Charter***

21. The Board of Trustees may decide to surrender the Charter or any Supplemental Charter and dissolve the Legion. To do this, it needs the agreement of at least five-sixths of the Branches whose representatives are voting at a Special Conference called for that purpose. It must be done with the approval of Us, Our Heirs or Successors in Council and on such terms as We or they may consider fit. The Board of Trustees will wind up the affairs of the Legion, and in such winding up must realise the whole of the Legion's assets. After discharging all lawful liabilities they must use



the remaining assets, if any, as the Conference authorising the dissolution may direct. If the Conference does not authorise the dissolution, the Board of Trustees may decide how to use the assets on the Conference's instructions, or else, failing these, as it thinks best.

***Construction***

22. On behalf of Our Heirs, Successors and Us, We confirm that these documents will be wholly valid and effective in law according to their literal and intended meaning, and will be taken and understood in the most favourable sense for the best advantage of the Legion, both in Our Courts of Record and elsewhere by all judges, justices, Officers, Ministers and all other subjects of Ours, Our Heirs and Successors, despite any oversights, mistakes or other omission, fault or inconsistency.

**WITNESSED by me at Westminster on this 30th day of May in the fifty-second year of our reign.**

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

[signature]

**THE FIRST SCHEDULE**  
**RULES OF THE ROYAL BRITISH LEGION**

**DEFINITIONS**

1. In these Rules words and phrases defined or used in the Charter have the meaning given to them there.

**Annual Conference:** a conference held in accordance with Rules 19 to 29.

**Corporate Financial Year:** The financial year of the corporate body of the Legion, which shall be from 1 October to 30 September, or such other dates as the Board of Trustees may determine from time to time.

**County/District:** the administrative County or District of the Legion as the case may be.

**County** or **District** in relation to the Branch: that administrative County or District where a Branch is located.

**Field Financial Year:** The financial year of the Legion Counties, Districts and Branches, which shall be from 1 July to 30 June, or such other dates as the Board of Trustees may determine from time to time.

**Gender:** use of the male gender throughout the Rules and Governing Regulations includes the female gender.

**Independent examiner:** an independent person whom the Board of Trustees believes to have the ability and practical experience to carry out a competent examination of the accounts.

**Member** and **Membership** are defined in Rules 2 to 6 of this schedule.

**Partial Term:** a period of time less than a full term caused by either the premature ending of a full term held by the previous incumbent or by the current incumbent not fulfilling a full term for good reason if so agreed by the National Chairman.

**Qualified auditor:** an auditor whose qualifications meet the requirements set from time to time by the Board of Trustees.

**Region:** a geographical area comprising counties and districts.

**Standing Orders:** the rules regulating the conduct of Annual Conference, drafted by the Conference Committee in accordance with Rule 17.

**MEMBERSHIP**

2. (a) The Legion has the following classes of membership:
- (i) Member
  - (ii) Life Member

- (iii) Women's Section Member
  - (iv) Youth Member.
- (b) In accordance with Article 6 of the Charter, the individuals identified in Rules 3 to 6 are eligible for membership.

### **MEMBERS OF THE LEGION**

3. People eligible to be Members are men and women over 17 who accept the objects of the Legion and commit themselves to take an active part in promoting them.

### **LIFE MEMBERS OF THE LEGION**

4. Life Members are those whose services to the Legion, in the opinion of the Board of Trustees, merit this honour and are awarded it. Life Members also include people who were admitted to Life Membership before 9 June 1962 on payment of a lump sum in lieu of all future annual fees and subscriptions.

### **WOMEN'S SECTION MEMBERS**

5. (a) There are 3 classes of Women's Section Members: Members, Life Members and Youth Members. On admission to membership, the entrant becomes a member of the Women's Section established by Article 7 of the Charter.
- (b) Any woman who is over the age of 16 is eligible to be a Member or Life Member of the Women's Section.
- (c) Any girl aged 12 years or over but under 16 is eligible to be a Youth Member of the Women's Section.
- (d) The Central Committee of the Women's Section has absolute discretion to admit any Member of the Women's Section to Life Membership of the Section.
- (e) Unless otherwise stated, the provisions in the Charter and Rules relating to the Board of Trustees, the Annual Conference, County/District Conferences and Committees and Branches do not apply to any members of the Women's Section. The Section is regulated by bye-laws made by the Board of Trustees, as prescribed by the Governing Regulations.

### **YOUTH MEMBERS**

6. People eligible to be Youth Members are aged over 12 but under 17 who accept and support the objects.

### **THE BOARD OF TRUSTEES**

7. The Board of Trustees consists of the following:
- (a) Chairman and Vice-Chairman.
  - (b) Elected Members.
  - (c) Appointed Members.

- (d) The Women's Section Chairman.

### **NATIONAL OFFICERS**

- 8. (a) The National Officers are the President, Chairman and Vice-Chairman of the Legion. The Chairman and Vice-Chairman are elected by postal vote of all Branches that have:
  - (i) Submitted, on or before the 30 September, immediately preceding the elections, their receipts and payments accounts for the Legion's previous Field Financial Year; and
  - (ii) Submitted, on or before the 31 December immediately preceding the elections, their completed Form MS1 for the Legion's current Corporate Financial Year; and
  - (iii) Submitted by the 31 March immediately preceding the elections, the Branch affiliation fee for the current Corporate Financial Yearin accordance with procedures authorised by the Board of Trustees for tenure of 3 years. The President is appointed in accordance with Rule 13.
- (b) All Branches that have:
  - (i) Submitted, on or before the 30 September immediately preceding the elections, their receipts and payments accounts for the Legion's previous Field Financial Year; and
  - (ii) Submitted, on or before the 31 December immediately preceding the elections, their completed Form MS1 for the Legion's current Corporate Financial Year; and
  - (iii) Submitted, by 31 March immediately preceding the elections, the Branch affiliation fee for the current Corporate Financial Yearmay nominate one person for the Office of Chairman and one person for the Office of Vice-Chairman in the year in which election for those Offices is to be held. Such nominees must be Members or Life Members of the Legion.

### **ELECTED MEMBERS**

- 9. There are up to seven Elected Members of the Board of Trustees who are elected in accordance with the Governing Regulations.

### **APPOINTED MEMBERS**

- 10. There are up to six Appointed Members of the Board of Trustees appointed by the Board of Trustees in accordance with the Governing Regulations.

### **WOMEN'S SECTION CHAIRMAN**

- 11. The Chairman of the Women's Section shall, by virtue of her Office, be a member of the Board of Trustees in accordance with the Rules.

## **TENURE OF THE BOARD OF TRUSTEES**

12. (a) The Chairman and Vice-Chairman take up Office at the close of the meeting of Annual Conference immediately following the date their election is declared and serve until the close of the third next meeting of Annual Conference unless their tenure of Office ends differently. The Chairman is not eligible for re-election or re-appointment to any position on the Board of Trustees. The Vice-Chairman is not eligible for re-election or re-appointment to any position on the Board of Trustees except he may be elected Chairman.
- (b) Elected Members of the Board of Trustees become members of the Board of Trustees at the close of the meeting of Annual Conference immediately following the date their election is declared and serve until the close of the third next meeting of Annual Conference unless their tenure ends differently.
- (c) Appointed members of the Board of Trustees hold that appointment from the date specified for that purpose upon their appointment until the expiration of their term of appointment, which shall be no longer than 3 years, unless their tenure ends differently.
- (d) Members of the Board of Trustees, other than the Chairman of the Women's Section, whether elected, appointed or a combination of both, may serve no more than 3 terms and one Partial Term. They may also serve a term as Vice-Chairman and a term as Chairman.
- (e) In the event of a vacancy arising for the Office of Chairman or Vice-Chairman, the Board of Trustees shall have the power to appoint a fit and proper person, being a Member or Life Member of the Legion, to discharge the duties of the Office vacated until the unexpired portion of the Office in question expires. Such appointment shall not prevent the person concerned from being nominated for that Office for a further term.
- (f) Any vacancy occurring among the elected Trustees shall be filled, for the remainder of its term, by the unelected candidate who polled the next largest number of votes in the election at which the elected Trustee who caused the vacancy was elected. Should there be no such candidate, and the remainder of the term for the position in question is greater than 15 months, a suitable Member or Life Member may be co-opted by the Board of Trustees for the unexpired period of the term; this would constitute a Partial term for the person concerned.

## **PRESIDENT AND VICE PRESIDENTS**

13. (a) (i) The President shall be appointed by the Board of Trustees for a three year term.
- (ii) The President, although not a member of the Board of Trustees, is entitled to attend and speak but not propose, second and vote at meetings of the Board of Trustees and Annual Conference.

- (iii) The President shall not be entitled to attend Annual Conference as a Branch, County or District delegate.
- (b) National Vice-Presidents may be appointed by the Board of Trustees on the recommendation of the President.

### **POWERS AND DUTIES OF THE BOARD OF TRUSTEES**

- 14. The Board of Trustees has the right to use all powers of the Legion except where the Charter or these Rules state that the Legion itself in Annual Conference is to exercise them.
- 15. Subject to the provisions of the Governing Regulations, the affairs of the Legion are to be managed and administered by the Board of Trustees. It is the duty of the Board of Trustees to decide all questions of policy and administration connected with the Legion, bearing in mind the recommendations if any of Annual Conference, and to determine any questions that fall outside the scope of these Rules.
- 16. The Board of Trustees is to meet for business as often as necessary in accordance with the procedures set out in the Governing Regulations.
- 17.
  - (a) The Board of Trustees will appoint the Conference Committee to prepare the business of the Annual Conference in accordance with these Rules and draw up Standing Orders for the conduct of such business. These may include Orders regulating the content of motions and the way they are drafted for consideration by the Conference. The Conference Committee will comprise 1 member of the Board of Trustees, 2 members of the Membership Council appointed by the Chairman of the Membership Council and 3 Members or Life Members nominated by Annual Conference.
  - (b) Annual Conference shall nominate a Member or Life Member to fill for a term of 3 years the position of the nominated member of the Conference Committee whose tenure is due to come to an end at the close of such Annual Conference.
  - (c) Following Annual Conference 2015, members of the Conference Committee shall be eligible for re-appointment or re-nomination, but no person shall serve more than 3 terms, a term being at least 1 year but no longer than 3 years.
- 18. The Board of Trustees may authorise any person or persons on its behalf, whether a member of the Legion or not, to examine any or all of the deeds, documents, books or accounts of a County/District Committee or a Branch; to audit such accounts; and at any time to visit a meeting of any Branch or Branch Committee.

## THE ANNUAL CONFERENCE

19. (a) The Legion must hold a conference once a year, to be known as the Annual Conference.  
  
(b) The Annual Conference is held over a two-day weekend preceding the Spring Bank Holiday or at another time of its choice, normally at a place to be decided by the Annual Conference 4 years previously.
20. Each Branch is entitled to send 1 delegate to the Annual Conference, and any Branch with a total of more than 300 Members and Life Members, as recorded on the national database at the date of receipt by the County/District of the application for delegate credentials, may send a second delegate. Those branches with more than 1000 members may send further delegates calculated on the basis of one additional delegate for every 500 members over 1000 (as recorded on the national database).
21. Branch delegates shall be entitled to attend, speak and vote at the Annual Conference. Only Branches which have:
  - (a) submitted, on or before the 30 September immediately preceding the Conference, their receipts and payments accounts for the Legion's previous Field Financial Year  
  
and
  - (b) submitted, on or before the 31 December immediately preceding the Conference, their completed Form MS1 for the Legion's current Corporate Financial Year  
  
and
  - (c) submitted, by the 31 March immediately preceding the Conference, the branch affiliation fee for the current Corporate Financial Yearare entitled to send a delegate or delegates to that Conference.
22. Each County/District Committee is entitled to send 1 delegate to the Annual Conference. This delegate has the right to speak in the course of any discussion there, whether on a motion or otherwise, but is not entitled to vote.
23. Members of the Board of Trustees and members of the Membership Council may attend the Annual Conference and speak in any discussion there, but are not entitled to vote or to attend as the delegate of any Branch or County/District Conference.
24. Members of the Executive Board may, if so invited by the Chairman of Annual Conference, speak on any point of information, but are not entitled to propose, second nor speak for or against any Charter Motion or Motion. Neither may they vote or attend as the delegate of any Branch or County/District Conference.
25. Only Members and Life Members of the Legion are qualified to attend the Annual Conference as voting delegates.

## **CONDUCT AND BUSINESS OF THE ANNUAL CONFERENCE**

26. The President of the Legion shall preside at the opening of the Annual Conference.
27. The Chairman of the Legion or, in his absence, the Vice-Chairman is to be the Chairman of the Annual Conference.
28. The business of the Annual Conference of the Legion comprises:
  - (a) consideration of reports and accounts for the past year.
  - (b) the Director General's address to Conference.
  - (c) review of the Corporate Plan.
  - (d) consideration of Motions proposing amendments to the Charter and the Rules.
  - (e) consideration of issues of general policy raised by way of Motion by the Board of Trustees or County/District Conferences or overseas or non-territorial Branches.
  - (f) nominating for membership of the Conference Committee.

The Governing Regulations set out the procedure for carrying out such business.

29. All decisions of the Annual Conference must be reached solely by the votes of the Branch delegates who are both present and voting.

## **FINANCE**

30. The Legion must hold the following separate accounts for its funds:
  - (a) two central accounts for which the Board of Trustees is responsible known as:
    - (i) the General Fund and
    - (ii) the Benevolent Fund established for the purposes defined in the objects of this Charter;
  - (b) an account for each of the County/District Conferences established by Annual Conference. In each case, this is known as the County/District Conference Fund and the County/District is responsible to the Board of Trustees for it;
  - (c) an account for each Branch, known in each case as the Branch Fund. It must be spent on the purposes for which the funds were raised and is controlled by the jurisdiction of the Board of Trustees, which will delegate such powers of management of, and responsibility for the fund, as it thinks fit;
  - (d) other accounts which the Board of Trustees may approve from time to time.
31. These assets are credited to the General Fund:
  - (a) the branch affiliation fee that each Branch sends to the Director General in accordance with Rule 34;



- (b) all lands, money, securities or other property acquired by the Legion;
  - (c) all gifts of money or property of whatever kind whether from public or private subscription or other sources, which may come into the hands of the Legion, provided that the donors specified that their gifts should go to the General Fund;
  - (d) all other money that the Legion receives as a result of its work in promoting and achieving its objects.
32. To the Benevolent Fund are credited:
- (a) except for the assets covered by Rule 31, all gifts of money or property of whatever kind, whether from public or private subscription or other source, which may come into the hands of the Legion and which the donors did not specify for the General Fund;
  - (b) other money, land, securities or property at the discretion of the Board of Trustees.
33. The Board of Trustees may from time to time make Bye-laws, in accordance with the Charter and these Rules, governing the management of the Legion's financial affairs.
34. Each Branch must pay its branch affiliation fee annually to the Director General. The branch affiliation fee is calculated by adding together the membership fee for each Member and the joining fee for each new Youth Member. The Annual Conference determines these fees from time to time, to take effect at the beginning of the Legion's next Corporate Financial Year.
35. The membership fee payable by the Branches of the Women's Section is determined by the Bye-laws of the Women's Section.
36. To each County/District Conference Fund is credited:
- (a) all money paid or donated to that County/District Conference specifically for its purposes and benefit;
  - (b) all money raised by that County/District Conference specifically for its own purposes and benefit, provided the Board of Trustees gives prior approval to the method of fund-raising. The approval must be in writing on the authority of the Director General (or other person designated by the Board of Trustees for that purpose).
37. To each Branch Fund is credited:
- (a) any money remaining in the hands of the Branch from its members' membership fees and branch subscriptions, after paying the branch affiliation fee to the Director General; and
  - (b) all money raised or received by the Branch specifically for its own purposes and benefit, provided the Board of Trustees gives prior approval to the method of fund-raising. The approval must be in writing on the authority of

the Director General (or other person designated for that purpose by the Board of Trustees).

38. Every Branch is entitled to require its Members, excluding its Youth Members, to pay an annual branch subscription in addition to the membership fee.

#### **ALLOCATION OF FUNDS AND EXPENDITURE**

39. The Legion's funds pay the expenses of the Board of Trustees, including those of its members attending the Annual Conference, and of its Committees. The Board of Trustees has power to authorise any reasonable expenditure for carrying out duties that these Rules do not specifically provide for.
40. The Board of Trustees pays, out of Legion funds, the expenses and salaries of Staff.
41. The Director of Finance may supply the County/District Conference with funds from time to time. These funds are only for the general expenses of the County/District.
42. Branch, County/District Committee and Conference funds, respectively, shall be used, amongst other things, to pay the approved expenses of delegates to any conference from Branches, County/District Committees and Conferences.
43. A Group Committee does not qualify for financial support from membership fees.

#### **INVESTMENT OF NATIONAL FUNDS**

44. The Board of Trustees must ensure that the Legion's investments are kept under constant review by one or more investment experts (as defined in the Governing Regulations) who must inform the Board of Trustees of any changes they should make in the investments of the Charity.

#### **THE SEAL**

45. The Board of Trustees has the custody of the Seal of the Legion and controls its use and authentication.

#### **BADGE**

46. The Seal of the Legion forms the basis of any badge used by the Legion. Only the Board of Trustees may authorise the use of the badge or any representation of it.
47. A badge is issued to members by the Secretary of the Branch to which he belongs, on payment of a sum that is set from time to time and is separate from the membership fee and branch subscription.
48. The badges remain the property of the Legion and must be returned to the Legion on the retirement or expulsion of a member, on the repayment of the current sum identified in Rule 47, or the badge remains in the ownership of the Member.
49. The badge must not be used by any outside body or association without the prior authority of the Board of Trustees.

## **HEAD OFFICE OF THE LEGION**

50. The head office of the Legion shall be located in the United Kingdom of Great Britain and Northern Ireland (excluding Scotland).

**THE SECOND SCHEDULE**  
**THE GOVERNING REGULATIONS**

**DEFINITIONS**

1. In these Governing Regulations, words and phrases defined or used in the Charter and the Rules have the meanings given to them here, unless otherwise specified or required.

**Director of Finance:** the person appointed to that position in accordance with Governing Regulation 7.

**Director General:** the person appointed to that position in accordance with Governing Regulation 7. References to the Director General include references to anyone authorised by him or the Board of Trustees to perform any of his functions.

**Membership Council:** a committee established by, and accountable to, the Board of Trustees, with such responsibility for the management and administration of members, other than Women's Section Members, and membership issues as the Board of Trustees may from time to time determine.

2. For the purposes of the Charter, the Rules and these Governing Regulations, the following words and phrases should be interpreted thus:

**Child:** any child who is financially dependent or dependent for care on a beneficiary or spouse.

**Dependants:** any person who is financially dependent or dependent for care on a beneficiary or spouse, or any person on whom a beneficiary is dependent for care.

**Immediate family members:** any parent, sibling or named next of kin of a beneficiary for a period of two years from the date of the beneficiary's death or the date that he sustained his severe injury. Where an inquest is to be held into the death of a serving beneficiary, support may continue until the inquest has been completed.

**Spouse:** any partner of a beneficiary by marriage, civil partnership, or cohabitating relationship, those who are divorced or separated partners or widows or widowers of a beneficiary, and those surviving a deceased civil partner or cohabitating partner who was a beneficiary.

If there is any uncertainty in interpreting any of these expressions the interpretation will be as determined by the Board of Trustees, whose decision will be final and binding, but always subject to the jurisdiction of the courts.

**ADMISSION TO MEMBERSHIP**

3. (a) Every member of the Legion must be a member of at least one Branch.
- (b) Application for membership as a Member or Youth Member must be addressed to the Secretary of the Branch for the area where the applicant usually lives or the Branch which the applicant wishes to join. Every application must be in a form specified by the Board of Trustees.

- (c) The Branch Committee has full discretion over admission to membership, but must not refuse it unreasonably. The Committee must record any reasons for rejection and submit them to its County/District office. The Secretary of the Branch must inform the applicant within 7 days whether his application has been accepted or rejected. Membership will date from the day the Branch Committee decides to admit the applicant. An applicant may raise a complaint, in accordance with the procedures authorised by the Membership Council, against rejection of an application for membership, giving the grounds for the complaint.
- (d) If the Membership Council later finds that someone was not eligible for membership or was admitted to a class of membership in error, it may terminate the membership at once or transfer the person to the correct class of membership.

### **REGISTER OF MEMBERS**

- 4. (a) The Director General shall maintain a Central Register of members. Each Branch shall maintain a Branch Register of members of that Branch and the Secretary of the Branch must notify the Director General immediately of any changes in the Branch Register.
- (b) Members may, if they wish, transfer to another Branch by application to a Branch that is willing to accept them. If they have paid all fees and subscriptions due to their current Branch, they will not need to make any additional payment within that Corporate Financial Year. The Branch Registers will be amended accordingly. A member may raise a complaint, in accordance with the procedures authorised by the Membership Council, against a rejection of his request to transfer to another Branch.
- (c) A member will continue to be a member so long as his name remains on the Central Register of members, provided that he has not resigned or died, and that his membership has not ended for failure to pay the membership fee or branch subscription or for other good reasons.
- (d) If a member's status is questioned, his card of membership for the current Corporate Financial Year will provide sufficient evidence of membership.

### **RIGHTS, PRIVILEGES AND OBLIGATIONS OF MEMBERS**

- 5. Only a Member or a Life Member is entitled to vote and, if elected or appointed, to hold Office or be a member of any Council or Committee, provided that neither their membership fee nor branch subscription is more than 3 months in arrears.
- 6. Members of the Women's Section and others with the appropriate experience and qualifications, whether members of the Legion or not, may be appointed to a Branch Welfare Committee, and have the right to vote and hold any position on that Committee.

## **LEGION STAFF**

7. The Board of Trustees must appoint and may dismiss a Director General and a Director of Finance of the Legion. In addition the Board of Trustees authorises the Director General to appoint and dismiss other staff as necessary. The Director General will provide staff to support the Branches and Counties to deliver an effective service under this authority.
8. If the positions of Director General or Director of Finance become vacant, the Board of Trustees must advertise the appointment and invite applications for the position. Meanwhile it may appoint an acting Director General or Director of Finance until a permanent appointment is made.

## **ORDER OF BUSINESS AT THE ANNUAL CONFERENCE**

9. At least 13 weeks beforehand, the Director General must receive notice of all motions to be discussed at the Annual Conference. In their content and drafting, these must comply with the Standing Orders. He must also receive notice of all candidates for nominations to be made by the Annual Conference. That notice must be accompanied by a curriculum vitae.
10. The Director General must arrange for all motions, nominations and accompanying descriptive statements and material relevant to the business to be printed and issued to the Counties/Districts and Branches at least 8 weeks before the date of the Annual Conference.
11. The Annual Conference may consider any amendments proposed to these motions, provided they comply, in content and drafting, with the Standing Orders, and provided the Director General receives at least 5 weeks' notice of such amendments in writing.
12. The Conference Committee has the power to accept or omit proposals, to vary or combine them, and to introduce proposals that have not gone through the stages specified in Governing Regulations 9, 10 and 11. These will be included in the Final Agenda for the Annual Conference, which will be sent to Counties/Districts and Branches at least 10 days before the date of Annual Conference. The Standing Orders relating to the business of Annual Conference apply to all special conferences.

## **NOMINATIONS AND CANVASSING**

13. A Branch may not nominate more candidates than there are places to be filled.
14. No canvassing, either direct or indirect, shall be permitted for any Office or position except that a Curriculum Vitae and a personal statement prepared by each candidate, together comprising not more than two sides of an A4 sheet of paper, shall be circulated, by the Director General in the case of elections to the Board of Trustees, prior to or with the ballot papers for elections.

## **COUNTIES AND DISTRICTS**

15. (a) Each County will have a County Conference and County Committee, and each District will have a District Conference and District Committee. These Governing Regulations set out the constitution, functions and powers of the Conferences and Committees.
- (b) (i) The membership of each County/District Conference will consist of one representative from each Branch in that County/District with up to 300 Members and Life Members in total, and 2 representatives from each Branch with over 300 Members and Life Members in total. Those Branches with more than 1000 members may choose to have additional representation calculated on the basis of one extra representative for every 500 Branch members over 1000.
- (ii) Only Branches that have:
- (1) submitted, on or before the immediately preceding 30 September, their receipts and payments accounts for the Legion's previous Field Financial Year

and

  - (2) on or before the immediately preceding 31 December submitted their completed Form MS1 for the Legion's current Corporate Financial Year

and

  - (3) by the immediately preceding 31 March paid their branch affiliation fee for the Legion's Corporate Financial Year immediately preceding that 31 March
- are entitled to be represented at a meeting of the County/District Conference.
16. An Annual Meeting of the County/District Conference will be held at least once in every year.
17. In addition to the Annual Meeting, Special Meetings of the County/District Conference may be held at other times as necessary, to do business and to deal with general matters affecting the County/District.
18. The Chairman of the County/District Conference will convene Special Meetings of the Conference on receiving a request signed by at least one quarter of the Branches in the County/District. A copy of the minutes of each meeting of a County/District Conference must be sent to the Director General.

## **ADMINISTRATION OF COUNTIES AND DISTRICTS**

19. (a) The Officers of each County/District Conference are the President, Chairman and Vice-Chairman.
- (b) (i) The President shall be appointed by the County/District Committee and may serve for as many years in three year periods as decided by the Committee.
- (ii) The County/District President is not a member of the County/District Committee but is entitled to attend and speak at but not propose, second and vote at meetings of the County/District Conference and Committee.
- (iii) The County/District President shall not be entitled to attend County/District Conferences as a delegate.
- (c) The Chairman and Vice-Chairman are elected by postal vote of all Branches complying with Rule 8(a) (i), (ii) and (iii) within the County/District to serve in each case for 3 years. No person may serve more than three terms as Chairman and three as Vice-Chairman.
- (d) (i) A Vice-President or more than one may be appointed by the County/District Committee. County Vice-Presidents are not Officers of the County/District Conference and Committee and are not entitled to attend meetings of those two bodies unless invited to do so.
- (ii) County/District Vice-Presidents shall not be entitled to attend County/District Conferences as delegates.
- (e) The Chairman and Vice-Chairman of the County/District Conference shall be the Chairman and Vice-Chairman respectively of the County/District Committee.
20. The membership of the County/District Committee consists of the Chairman and Vice-Chairman of the County/District Conference, and at least 7 but not more than 15 other members of Branches within that County/District, who are elected by the County/District Conference at the Annual Meeting to serve in each case for 1, 2 or 3 years. This does not prevent a member serving on the committee for as many years as he is elected.
21. (a) If a vacancy occurs among the County/District Committee members, other than Chairman and Vice-Chairman, the Committee may appoint a suitable member of a Branch within the County/District as a temporary replacement until the next Annual Meeting of the County/District Conference when a fresh election to that position must be held for the rest of its term.
- (b) (i) If a vacancy occurs for the Office of Chairman or Vice-Chairman, the County/District Committee must appoint, for the remainder of its term, the next highest placed candidate for that Office at the previous election.



- (ii) Should there be no such candidate, the County/District Committee may appoint a suitable member of the Committee as a temporary replacement. Should the remainder of the term for the Office in question be greater than 15 months then a postal vote of all branches within the County/District complying with Rule 8(a)(i), (ii) and (iii) to elect a replacement must be held within 3 months of the vacancy occurring. Should the remainder of the term for the Office in question be less than 15 months, then the appointed replacement shall hold that Office for the rest of its term.
  - (iii) A member elected or appointed in this way shall not be precluded from being elected for up to three further terms in the Office concerned.
- 22. The County/District Committee must make Bye-laws for the government of the County/District in accordance with the terms of the Charter and these Regulations. The Bye-laws will take effect when they have been approved by the Annual Meeting of the County/District Conference and the Membership Council. Given this approval, the County/District Committee may recommend alterations to such Bye-laws from time to time for approval by the Membership Council.
- 23. Each County/District Committee may divide its area into geographical divisions to be known as Groups; this being a voluntary grouping of the number of Branches that the Committee thinks appropriate for administrative purposes.
- 24. County/District Committee Bye-laws must cover the appointment of sub-Committees and may include Groups. In addition, the County/District Committee may make individual appointments for any special duty or position. Those so appointed must be members of the Legion but need not be elected members of the County/District Committee. If they are not elected members, they may only attend and speak to submit their reports.
- 25. County/District Committee Bye-laws control all the procedures of its sub-Committees. This includes delegating to the sub-Committees - and ending that delegation - whichever administrative functions the County/District Committee may from time to time choose.
- 26. The duties of the County/District Committee are to conduct the affairs of the County/District in accordance with the Charter, the Rules and these Regulations. For this purpose all references to County/District Conferences in this Schedule imply, where appropriate, references to County/District Committees, and include:
  - (a) aiding the Board of Trustees in carrying out the work of the Legion and in particular promoting the objects;
  - (b) defining and allocating the geographical area for which each of its Branches is responsible and ensuring that the whole area of the County/District is covered;

- (c) administering the distribution of benevolent funds through staff appointed for that purpose;
  - (d) helping to organise the Poppy Appeal and other benevolent fund-raising activities within the County/District;
  - (e) appointing an Honorary County Poppy Appeal Co-ordinator whose duties, in co-operation with staff appointed for that purpose, include ensuring that the legal requirements are observed and that the total sums raised from street and house-to-house collections are sent to the Poppy Appeal head office by the second Thursday in December;
  - (f) providing the Director General with any information he may require in the interests of the Legion;
  - (g) maintaining detailed records of its Branches;
  - (h) in co-operation with staff appointed for those purposes, overseeing the Group sub-Committees and Branches within its County/District;
  - (i) assisting staff in all aspects of their work;
  - (j) being accountable to the next Conference for the decisions and actions taken between Conferences.
27. (a) The Director General may appoint a paid County/District Secretary. In the absence of such an appointment, the County/District Committee may, with the approval of the Director General, appoint an unpaid County/District Secretary.
- (b) The County/District Committee must appoint an unpaid Treasurer, whose duties include responsibility for all matters relating to the assets of the County/District, and may, with the written approval of the Board of Trustees, make such other unpaid appointments that the Committee may find necessary to carry out its functions.
- (c) Individuals appointed by a County/District Committee under this Governing Regulation may attend and speak at meetings of the County/District Committee and County/District Conference but shall not by virtue of holding an appointment under this Regulation be entitled to propose, second and vote at such meetings.
28. A County/District Committee may authorise any person, whether or not a member of the Legion, to visit any meeting of any Branch or Branch Committee in its County/District at any time on its behalf and to have access to all deeds, documents, books and accounts of this Branch.
29. If, in the opinion of a County/District Committee, a Branch has ceased to promote the objects through lack of members, the Committee may recommend to the Membership Council that the Branch should be dissolved and removed from the Register of Branches, and may propose what to do about any remaining members of

the Branch and its finances. Proposals may include amalgamation with a neighbouring Branch.

30. If a County/District Committee recommends to the Membership Council that a Branch should be dissolved because of lack of members, the Membership Council may, after considering any representations on the matter, dissolve the Branch and remove it from the Register of Branches and may give directions about any remaining members of the Branch and its finances.

### **ADMINISTRATION OF BRANCHES**

31. Where necessary the geographical area of each Branch in England, Wales, Ireland and the Isle of Man will be defined by the County/District Committee of the County/District in which the Branch is located.
32. Every Branch in a County/District is under the control of the County/District Committee for that County/District. Branches overseas which do not come within a District come under the direct control of the Board of Trustees.
33. Within its allocated geographical area each Branch, in co-operation with staff appointed for that purpose, is responsible for giving active support to both the organisation of the Poppy Appeal and all welfare work.
34.
  - (a) In every Branch, the members eligible to vote must elect a Chairman, a Vice-Chairman, an Honorary Treasurer and an Honorary Secretary. They are to be elected at an Annual Meeting to serve in each case for 1, 2 or 3 years. This does not prevent a member holding an Office of the Branch for as many years as they are elected.
  - (b)
    - (i) The Branch Committee may appoint a President of the Branch to serve for as many years in three year terms as decided by the Branch Committee.
    - (ii) The Branch President is an Officer of the Branch and, although not a member of the Branch Committee, is entitled to attend and speak but not propose, second and vote at meetings of the Branch Committee.
  - (c) A Vice-President or more than one may be appointed by the Branch Committee. Branch Vice-Presidents are not Officers of the Branch and are not entitled to attend meetings of the Committee unless invited to do so.
35. Every Branch must have a Committee consisting of the Branch Officers specified in Governing Regulation 34(a) and at least 3 other members, elected by those members eligible to vote. The duty of the Committee is to promote actively the objects within its geographical area, to oversee the affairs of the Branch in accordance with the objects and to carry out any direction it receives from the Board of Trustees or the County/District Committee. This Committee will meet at least quarterly. They are to be elected at an Annual Meeting to serve in each case for 1, 2 or 3 years. This does not prevent a member serving on the Committee for as many years as he is elected. The Committee may appoint members of the Legion, whether

Committee members or not, to carry out specific functions to aid the running of the Branch.

36. Every Branch must hold regular meetings to carry out all Legion business. The Annual Meeting of the Branch must be held within 2 months after the close of the Corporate Financial Year.
37. After its Annual Meeting, every Branch Committee must appoint either a sub-Committee to be known as the Branch Welfare Committee or a Branch Welfare Representative whose task is to promote the objects. The Branch Welfare Committee or the Branch Welfare Representative must submit a report on their actions to the Branch Committee for confirmation or otherwise, bearing in mind the beneficiaries' confidentiality. If confirmed, such actions will become the proceedings of the Branch Committee.
38. Every Branch must make Bye-laws in accordance with the Charter and these Regulations, to regulate the affairs of the Branch. These Bye-laws will come into effect after they have been submitted to, and approved by, the County/District Committee for the County/District in which the Branch is located, or the Membership Council in the case of overseas Branches which do not fall within a District. However, if a County/District Committee refuses to approve a Branch Bye-law, the Branch is entitled to appeal against the refusal to the Membership Council, whose decision will be final. Such Bye-laws must be based on model Bye-laws approved by the Membership Council.
39. The Branch Committee is responsible for maintaining the Branch's membership. It will ensure that any failure to renew membership is pursued and the action taken recorded in the Branch minutes.
40. Other duties, powers and privileges of Branches are as set out in these Regulations.
41. The Membership Council must maintain a Register of Branches.
42. The prior permission of the Membership Council must be obtained to form a new Branch of the Legion.
43. The Membership Council has power to agree to the formation of Special Branches which are set up in the same way, have the same powers and functions and are subject to the same or appropriately modified conditions, as an ordinary Branch.
44. If a Branch wishes to divide its own area and form sub-Branches, it must gain permission from the County/District Committee. These sub-Branches function solely through the Branch and are not entitled to send their own representatives to the Annual Conference or the County/District Conference. Forming a sub-Branch does not give a Branch any powers other than those it already possesses.
45. A Branch which is dissatisfied with any decision of its County/District Committee relating exclusively to that Branch may, within 28 days after receiving notice of this decision, raise a complaint, in accordance with procedures authorised by the Membership Council, giving particulars of the decision and of the grounds of the

complaint. The Branch Secretary must, at the same time, send a copy of the complaint to the County/District Committee.

### **MEMBERSHIP FEES AND BRANCH SUBSCRIPTIONS**

46. Every Member, excluding Youth Members, must pay his Branch an annual membership fee. Additionally, the Branch may set an annual branch subscription payable by every Member except Youth Members. Any such member whose membership fee or branch subscription is 3 months in arrears will, unless Regulation 47 applies, cease to be a member of that Branch, and his name must be removed from the Branch Register of members.
47. A member who can prove, each year, that he is unable, for whatever reason, to keep paying his membership fee and branch subscription may be permitted by the Branch Committee to remain a member, despite non-payment of such fee and subscription, on terms set by that Branch Committee. The Branch is responsible for providing, solely from the branch subscriptions paid by other members of that Branch, the portion of the branch affiliation fee due in respect of any member so excused.

### **ELECTIONS AND APPOINTMENTS TO THE BOARD OF TRUSTEES OF THE ROYAL BRITISH LEGION**

48. Election and appointment of Trustees shall be in accordance with the Rules.
49. Elected Trustees, of which there shall be up to 7, are elected by ballot of all Branches complying with Rule 8(a)(i), (ii) and (iii) in accordance with procedures laid down by the Board of Trustees.

Such Branches may nominate one person as a candidate for election to the Board of Trustees in each year in which an election is to be held. Such candidates must be a Member or Life Member resident within the European Economic Area.

50. There will be an election on a three-year pattern as established by the Board of Trustees as follows: 3 elected Trustees in 2016, 4 elected Trustees in 2017 and no elected Trustees in 2018.

### **PROCEEDINGS OF THE BOARD OF TRUSTEES**

51. The Board of Trustees may make such Bye-laws or Regulations for convening and conducting its meetings as it thinks fit, and may from time to time alter or revoke the Bye-laws and Regulations.
52. The Board of Trustees will appoint a Committee known as The Membership Council and may, from time to time,
  - appoint such other Committees as are necessary to manage the affairs of the Legion;
  - delegate such of its powers and duties to these Committees as it thinks fit; and bring such delegation to an end at any time;
  - make Bye-laws and Regulations as needed for setting up these Committees and for convening and conducting their meetings; and

- alter or revoke such Bye-laws and Regulations.
53. The Board of Trustees may authorise and pay any reasonable expenditure for carrying out its duties. This includes the expenses of the Board of Trustees and its Committees, the payment of salaries, wages and superannuation of the Legion's employees, and any other expenditure on functions specified in the Regulations or elsewhere.
54. An act, proceeding or resolution of the Board of Trustees may not be invalidated or questioned because of any vacancy in its membership, or because a member's appointment is disqualified or irregular, or because notice of a meeting was accidentally not given to or not received by any member or members.

### **REGULATION OF WOMEN'S SECTION**

55. The Board of Trustees must make Bye-laws setting up the Women's Section of the Legion and establishing the powers, functions and procedures of that Section. These Bye-laws include arrangements for:
- (i) carrying out the principles, policy and objects of the Legion specified in Article 3 of the Charter;
  - (ii) the basic unit of the Women's Section to be a Branch with a Managing Committee;
  - (iii) each Branch to be allocated to a geographical area, to be known as a County/District. Each of these areas must have a Conference composed of Branch delegates and a Managing Committee, and should coincide as far as is practicable with Legion boundaries;
  - (iv) a Central Committee responsible for the overall management and administration of the Women's Section;
  - (v) the Annual Conference of the Women's Section; and for its constitution, functions and procedures;
  - (vi) the Board of Trustees to issue further regulations of the Women's Section as necessary.
56. Bye-laws made using the powers conferred by Regulation 55 must not conflict with the Charter and these Regulations.
57. The Board of Trustees may, after consulting the Central Committee of the Women's Section, alter, add to or revoke Bye-laws made under these Regulations from time to time.

### **EXAMINATION OF ACCOUNTS**

58. The following accounts must be examined annually:
- (a) the General and Benevolent Accounts of the Legion and any other accounts that may be required to comply with Article 4 of the Charter, by an independent examiner;

- (b) the accounts of each County/District, by an independent examiner appointed by the County/District Committee with the approval of the Membership Council;
  - (c) the accounts of each Branch, by an independent examiner appointed by the Branch Committee subject to the approval of the Membership Council.
- 59. The accounts of each Branch must undergo an independent examination annually, not more than three months after the close of the relevant Field Financial Year, and at any other time that the Branch or its Committee require. In addition, if requested by the Membership Council, these accounts must be audited by a qualified auditor. The County/District Committee must appoint and pay the auditor, but will be reimbursed from the Branch Funds.
- 60. Any expenses incurred:
  - (a) by a County/District Committee under Regulation 58 (b) will be paid for by the County/District Committee Fund of that County/District; and
  - (b) by the Membership Council under Regulation 59 will be paid for by the Branch Fund in question.
- 61. The accounts of the County/District or Branch, and the report of the independent examiner, must where practicable be kept clearly displayed at the County/District or Branch premises, where any member may inspect them at any reasonable time.
- 62. Every County/District Committee must, within 3 months after the close of the Legion's Field Financial Year, and within 1 month after an audit, send the Director General a copy of the accounts of the relevant County, together with the report of the independent examiner or the qualified auditor.
- 63. Within 3 months after the close of the Legion's Field Financial Year, and within 1 month after every audit, every Branch must send a copy of its accounts to its County/District and to the Director General, together with the report of the independent examiner or qualified auditor.

#### **LIABILITY AND INDEMNITY**

- 64. Unless the Board of Trustees has given specific instructions or delegated the authority to do so, a member, or anyone representing any Conference, Council, Board, Committee, Branch or sub-Branch, may not gain credit or incur any financial or other liability on behalf of the Legion or any member of the Legion.
- 65. No formation or person is authorised to use The Royal British Legion headed paper in a way that may mislead and give the recipient the wrong impression that they have a contract with The Royal British Legion. All correspondence will bear the formation's title and address in clear legible characters and the signatory will clearly state his name and position legibly and prominently.
- 66. No member of the Legion, except those appointed to paid positions, is legally entitled to claim payment for any services rendered on behalf of the Legion, unless in accordance with the terms of a contract signed by the Chairman or Director General of the Legion, or individuals to whom they have specifically delegated this power.

67. A former member of the Legion may not claim back the fees, subscriptions or other money he has paid to the Legion except as a loan.

### **INVESTMENT OF NATIONAL FUNDS**

68. The Board of Trustees must ensure that the Legion's investments are kept under regular review by one or more investment experts (as appointed by the Board of Trustees) who must inform the Board of Trustees of any changes it should make in the investments of the Charity.

### **COMPLAINTS**

69. (a) Complaints against any member of staff, volunteer, member (of whatever class of membership), committee or Formation of the Legion (including the Women's Section) shall be handled in accordance with procedures authorised by the Membership Council.
- (b) Any complaint against the Director General, Director of Finance or a Trustee shall be heard by the Board of Trustees.

### **CONFLICT OF INTERESTS**

70. (a) Should any conflict of interests arise, the person concerned must declare the reason for the conflict and refrain from all involvement in the matter in question. Such conflicts shall be minuted or otherwise appropriately recorded in writing.
- (b) Failure to act in accordance with Governing Regulation 70(a) may be investigated in accordance with the procedures authorised by the Membership Council.
- (c) Current members of Legion staff wishing to take up any volunteer Legion position at National or County/District level must obtain prior approval in writing from the Director General.