

CONSTITUTION

of

PAISLEY AND DISTRICT BATTALION THE BOYS' BRIGADE

GENERAL

Definitions and Interpretation

1. In this Constitution:-
 - 1.1 **"Annual Contribution"** means a financial contribution to be made on an annual basis by each of the Battalion Companies to the general fund of the Battalion.
 - 1.2 **"Battalion"** means Paisley and District Battalion The Boys' Brigade, the organisation to which this Constitution applies.
 - 1.3 **"Battalion Area"** means Renfrewshire and such adjacent areas as the Battalion Executive may designate from time to time and which the Scottish Regional Committee of the Boys' Brigade may approve (to the extent that such approval is required).
 - 1.4 **"Battalion Companies"** means those companies of the Boys' Brigade movement operating within the Battalion Area and who have been accepted into the Battalion by the Battalion Executive.
 - 1.5 **"Battalion Representatives"** means two members of Battalion Council elected by Battalion Council to sit on the Battalion Executive. The two members of elected shall be actively serving in a Battalion Company. The two individuals shall be from two different companies.

- 1.6 **"charity"** means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2006, providing (in either case) that its objects are limited to charitable purposes.
- 1.7 **"charitable purpose"** means a charitable purpose under section 7 of the Charities and Trustees Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.
- 1.9 **"Meeting"** means a meeting of the members of Battalion Council, unless the context otherwise permits.
- 1.10 **"OBM"** means Online Brigade Manager as provided by The Boys' Brigade UK.

References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include any statutory provision which adds to, modifies or replaces that Act and any statutory instrument issued in pursuance of that Act or in pursuance of any other statutory provision.

Type of Organisation

2. The Battalion will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

Battalion Principal Office

3. The principal office of the Battalion will be in Scotland (and must remain in Scotland).

Name

4. The name of the Battalion is "Paisley and District Battalion The Boys' Brigade".

Purposes

5. The Battalion's purposes are to care for and challenge young people for life through a programme of informal education underpinned by the Christian faith, which will be achieved by:
 - 5.1 delivering Christian teaching in partnership with the Church in which the relevant Battalion Company is based and encouraging the development of personal Christian faith;
 - 5.2 providing opportunities for leadership, decision making and skills training;
 - 5.3 empowering boys and young people by involving them in decision making at all levels of the organisation and giving responsibility appropriate to their age and aptitude;
 - 5.4 raising awareness of boys and young people to the needs of others (especially other young people) locally, nationally and globally and encourage them to engage in activities and projects in which they can make a difference;
 - 5.5 being sensitive to the needs and aspirations of all young people and providing appropriate support advice and guidance;
 - 5.6 ensuring the safety of young people through the implementation of suitable procedures for the selection, training and supervision of leaders;
 - 5.7 equipping leaders through the provision of high quality training and resources; and

5.8 creating opportunities to develop partnerships with other appropriate organisation and agencies.

Liability of members

6. The members of Battalion Council have no liability to pay any sums to help to meet the debts (or other liabilities) of the Battalion if it is wound up; accordingly, if the Battalion is unable to meet its debts, the members will not be held responsible.
7. The members and Charity Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 7 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

General structure

8. The structure of the Battalion consists of:-
 - 8.1 the Battalion Council - which comprises all members of the Battalion, who have the right to attend Battalion Council meetings;
 - 8.2 the Battalion Executive - who hold regular meetings and generally control the activities of the Battalion; and
 - 8.3 the Battalion Committees - who hold regular meetings and deal with managing the day-to-day activities of the Battalion as directed by the Battalion Executive.
9. The people serving on the Battalion Executive are referred to in this constitution as Charity Trustees.

MEMBERS OF BATTALION COUNCIL

Qualifications for membership

10. Membership of the Battalion Council is open to any individual aged 16 or over who is a Captain, Chaplain, Lieutenant, Warrant Officer, Staff Sergeant or other adults appointed to fulfil specific duties of a Battalion Company, who will be automatically enrolled as members of the Battalion, together with Reserve Officers and Honorary Boys' Brigade Officers.

Reserve Officers

11. The position of Reserve Officer is envisaged for officers who have served and subsequently relinquish work in Battalion Companies. Reserve Officers shall be appointed by the Battalion Executive as referred to in clause 77.

Honorary Boys' Brigade Officers

12. Battalion Council shall, at any Meeting, be entitled to appoint any person as an Honorary Battalion Boys' Brigade Officer. Should that person accept the appointment, they shall become a member of Battalion Council. This honour is intended to be bestowed on individuals who either
 - a) have served the Boys' Brigade over a long number of years and who can no longer actively serve in Battalion work or in Battalion Companies; or
 - b) are local community leaders or notable persons whose support is or would be of value to the Battalion.

Membership subscription

13. No membership subscription will be payable by individual members of Battalion Council but the Annual Contribution will be payable by Battalion Companies.

Membership records

14. The Battalion Executive shall rely upon OBM to obtain all records of members of Battalion Council.

DECISION MAKING BY THE BATTALION COUNCIL

Members' meetings

15. The Battalion Executive must arrange a Meeting (an annual general meeting or "AGM") in each calendar year.
16. The gap between one AGM and the next must not be longer than 15 months.
17. The business of each AGM must include:-
 - 17.1 a report by the Battalion Executive on the activities of the Battalion;
 - 17.2 viewing of the annual accounts of the Battalion;
 - 17.3 the election/re-election of the Battalion Executive;
 - 17.4 the determination of the Annual Contribution;
 - 17.5 the appointment of an Honorary President and Honorary Vice Presidents of the Battalion;
 - 17.6 the appointment of professional examiners to scrutinise the accounts of the Battalion; and
 - 17.7 the transacting of any other competent business.
18. The Battalion Executive may arrange a special Meeting at any time.

Power to request a special members' meeting

19. The Battalion Executive must arrange a special Meeting if they are requested to do so by a notice (which may take the form of two or more documents in the same terms, each signed by one or more members of Battalion Council) by more than 30 members of Battalion Council providing:
 - 19.1 the notice states the purposes for which the Meeting is to be held; and
 - 19.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.
20. If the Battalion Executive receives a notice under clause 29, the date for the Meeting which they arrange in accordance with the notice must not be less than 28 days and not more than 56 days from the date on which they received the notice.

Notice of members' meetings

21. At least 14 days' notice must be given to any AGM or any special Meeting.
22. The notice calling a Meeting must specify in general terms what business is to be dealt with at the Meeting; and
 - 22.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); or
 - 22.2 in the case of any of the following resolution must set out the exact terms of the resolution:
 - 22.2.1 a resolution amending the constitution;
 - 22.2.2 a resolution to the effect that all of the Battalion's property, rights and liabilities should be transferred to another SCIO or a

charity (or agreeing to the transfer from another SCIO or charity of all of its property, rights and liabilities).

22.2.3 a resolution for the winding up or dissolution of the Battalion.

23. Notice of every Meeting must be given to all the members of the Battalion Council: but the accidental omission to give notice to one or more members will not invalidate the proceedings at any meeting.

24. Any notice which requires to be given to a member of Battalion Council under this constitution must be:

24.1 sent by post to the member, at the address last notified by him/her to the Battalion; or

24.2 sent by email to the member, at the email address last notified by him/her to the Battalion.

Procedure at Meetings

25. No valid decisions can be taken at any Meeting unless a quorum is present. The quorum for a Meeting is 15 members, present in person.

26. If a quorum is not present within 15 minutes after the time at which a Meeting was due to start - or if a quorum ceases to be present during a Meeting - the Meeting cannot proceed: and fresh notices of Meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted. For the avoidance of doubt, this rule can be suspended as provided in clause 57.

27. Any member of Battalion Council has the right to speak on any motion or amendment and the order of speech shall be decided by the chairperson. Discussion must be relevant to

the motion and speakers must address all discussions through the chairperson.

28. Points of order (e.g. complaints regarding irregularity of proceedings) may be raised by any member of Battalion Council at any time during a Meeting. Such points shall be dealt with forthwith by the chairperson, whose decision shall be final.

Motions for consideration by Battalion Council

29. To be treated as valid business, a motion must be in the name of:
 - 29.1 the Battalion Executive; or
 - 29.2 two members of Battalion Council; as defined in paragraph 11; and
 - 29.3 be proposed and seconded at a relevant Battalion Council Meeting.

Procedure for dealing with motions

30. A motion that has been properly raised in accordance with the Battalion Constitution shall, at the respective Battalion Council meeting, be proposed and seconded.
31. The proposer of a motion shall have five minutes to present the motion. The seconder shall have three minutes to support the motion.
32. Once the motion has been proposed and seconded, the Chairperson shall open the motion for debate by Battalion Council. Speakers in debate shall have a maximum of three minutes to address the meeting.

33. Every person attending Battalion Council who so desires shall have an opportunity of speaking upon each motion; no second speech will be allowed, except that the mover of the original motion shall have the right to reply following the conclusion of all members who wish to speak on the motion.
34. Guests of the Battalion may be invited to address Battalion Council at the sole discretion of the Chairperson.
35. The Chairperson shall determine when the matter has been discussed sufficiently and shall permit the proposer to reply to the debate, following which a vote shall be taken.
36. The order which members speak shall be determined by the Chairperson.
37. Speeches must be relevant to the subject under debate. Speakers that ignore this rule should be called to order by the Chairperson.

Procedure for dealing with amendment to motions

38. If a valid amendment has been raised, then:
 - 38.1 the original motion shall be proposed and seconded;
 - 38.2 there shall be no debate on the original motion, but the Chairperson shall call the amendment to be proposed and seconded;
 - 38.3 any debate on the amendment shall take place; and
 - 38.4 a vote will be taken to determine whether the amendment is successful or falls.

39. The provisions set out in paragraphs 30-37 above shall be used to govern the debate with the exception that the proposer of the amendment shall not have the right of reply to the debate.
40. When voting takes place, if there is an equality of votes and the Chairperson does not exercise the casting vote then the amendment is deemed to be "not carried".
41. The meeting must not be asked to vote on two or more amendments at the same time. The Chairperson shall only allow one amendment to be before the meeting at a time.
42. If the amendment is not carried, the original motion remains to be either:
 - 42.1 subject to any further properly raised amendment(s);
or
 - 42.2 open for debate as provided in paragraphs 30-37 above.
43. Where an amendment has been put to the meeting and carried, it must be put a second time with the said amendment embodied in the substantive motion, which shall supersede the original motion.
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44. When an approved amendment has been put to the meeting as the substantive motion and is subsequently lost, the original motion cannot be revived.

General Procedures

45. Where a motion or an amendment has been properly raised under the terms of the Battalion Constitution, it can only be withdrawn by those who proposed it. For the sake of clarity, a motion or amendment that has not been withdrawn must be considered by Battalion Council.

46. Where there is an item of business on the Battalion Council agenda that is not subject to a motion, but requires debate, the Chairperson may utilize the procedures set out in paragraphs 30-37 if it considered that this would be an efficient and appropriate route throughout which to hear the said debate.
47. The Battalion President should act as Chairperson of each Meeting, whom failing the Battalion Vice President.
48. If the Battalion President and Battalion Vice Presidents are not present within 15 minutes after the time at which the meeting was due to start (or are not willing to act as chairperson), the members of Battalion Council will be entitled to elect another member of the Battalion Executive, failing which a member of Battalion Council, to act as Chairperson of that Meeting.

Voting at Meetings

49. Every member of Battalion Council has one vote, which must be given personally. Postal or proxy votes will not be accepted. Votes relating sectional activity rules shall adopt a one company, one vote mechanism and be administered by respective Sectional Activity Committees.
50. All decisions at members' meetings will be made by majority vote.
51. This constitution shall not be altered unless with the approval of two thirds of those present and entitled to vote at a duly called Meeting.
52. If there are an equal number of votes for and against any resolution, the Chairperson of the Meeting will be entitled to a second (casting) vote.

53. A resolution put to the vote at a Meeting will be decided on a show of hands - unless at least two members present at the Meeting ask for a secret ballot.
54. The Chairperson will decide how any secret ballot is to be conducted, and he/she will declare the result of the ballot at the Meeting.

Minutes

55. The Battalion Executive must ensure that proper minutes are kept in relation to all Meetings.
56. Minutes of Meetings must include the names of those present and (as far as possible) should be signed by the Chairperson of the Meeting.

Miscellaneous

57. The rules of procedure for Meetings, as set out herein, may be suspended in special circumstances by a motion being moved and seconded to the effect that the rules, or any one or more of them, shall be suspended. A majority of three quarters of those present and entitled to vote at the Meeting shall be required for the suspension of the rules of procedure. For the avoidance of doubt, any such motion can be moved and passed even if a quorum (as provided for in clause 36) is not present.

BATTALION EXECUTIVE

Number of Charity Trustees

58. The maximum number of Charity Trustees is 15 and the minimum number of Charity Trustees is 7.
59. The Charity Trustees shall consist of the President, Vice President, Secretary, Treasurer, Chaplain, Convenors of the Battalion Committees, the Battalion Representatives and two Representatives who are under 26 years of age.
60. The Battalion Executive shall have the power at any time to co-opt to the Battalion Executive not more than two persons whose experience and ability would be of use to the Battalion.

Eligibility

61. A person will not be eligible for election or appointment to the Battalion Executive unless he/she is a member of Battalion Council.
62. A person will not be eligible for election or appointment to Battalion Executive if they are:-
 - 62.1 disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;
or
 - 62.2 a paid employee of the Battalion.

Initial Charity Trustees

63. The individuals who signed the Charity Trustee declaration forms which accompanied the application for incorporation of the Battalion shall be deemed to have been appointed by

the members as Charity Trustees with effect from the date of incorporation of the Battalion.

Election, retiral, re-election

64. At each AGM, the members of Battalion Council may elect any member (unless he/she is debarred from membership under clause 62) to be a Charity Trustee.
65. The Battalion Executive may at any time between AGM's appoint any Battalion Council member (unless he/she is debarred from membership under clause 62) to be a Charity Trustee. That Charity Trustee will be eligible for election at the next occurring AGM.
66. The Battalion Council may remit the matter of any Battalion Executive appointment to the Battalion Executive for determination.
67. President, Vice President and Chaplain shall be appointed for a term of three years and shall serve for such three year term unless they chose to resign during the term. Such Charity Trustees may serve for a maximum of two consecutive terms of office (ie six years). After such a six year period, President, Vice President and Chaplain must retire from that role for at least one year before becoming eligible for re-election. For the avoidance of doubt, only whole years shall be counted towards the maximum terms of office referred to above.
68. All other Charity Trustees will be appointed for a term of one year unless they chose to resign during the term. Such Charity Trustees may serve for an unlimited number of consecutive terms of office.
69. A Charity Trustee who's term of appointment has expired will, subject to the limitation on terms of appointment

outlined above, be deemed to have been re-elected at an AGM unless:-

69.1 he/she advises the Battalion Executive prior to the conclusion of the AGM that he/she does not wish to be re-appointed as a Charity Trustee; or

69.2 an election process was held at the AGM and he/she was not among those elected/re-elected through that process; or

69.3 a resolution for the re-election of that Charity Trustee was put to the AGM and was not carried.

70. The Battalion Secretary and Battalion Treasurer shall be appointed by the Battalion Executive only, with no recourse to the Battalion Council. The appointment should be made at the first meeting of the Battalion Executive following the Annual General Meeting. The length of service limitations referred to in clause 67 and 68 shall not apply to the Battalion Secretary and Battalion Treasurer, thus placing no restriction as to their length of service.

Termination of office

71. A Charity Trustee will automatically cease to hold office if:

71.1 he/she becomes disqualified from being a Charity Trustee under the Charities and Trustee Investment (Scotland) Act 2005;

71.2 he/she becomes incapable for medical reasons of carrying out his/her duties as a Charity Trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

71.3 he/she ceases to be a member of Battalion Council;

- 71.4 he/she becomes a paid employee of the Battalion;
- 71.5 he/she is absent (without good reason, in the opinion of the Battalion Executive) from more than three consecutive meetings of the Battalion Executive - but only if the Battalion Executive resolves to remove him/her from office;
- 71.6 he/she is removed from office by resolution of the Battalion Executive on the grounds that he/she is considered to have committed a material breach of the code of conduct for Charity Trustees (as referred to in clause 85);
- 71.7 he/she is removed from office by resolution of the Battalion Executive on the grounds that he/she is considered to have been in serious or persistent breach of his/her duties under section 66(1) or (2) of the charities and Trustees Investment (Scotland) Act 2005; or
- 71.8 he/she is removed from office by a resolution of the members passed at a Meeting.
72. A resolution under paragraph 71.6, 71.7 and 71.8 shall be valid only if:-
- 72.1 the Charity Trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for his/her removal is to be proposed;
- 72.2 the Charity Trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and

72.3 (in the case of a resolution under paragraph 71.7 and 71.7) at least two thirds (to the nearest round number) of the Charity Trustees then in office vote in favour of the resolution.

Register of Charity Trustees

73. The Battalion Executive must keep a register of Charity Trustees (in compliance with GDPR), setting out for each current Charity Trustee:

73.1 his/her full name and address;

73.2 the date on which he/she was appointed as a Charity Trustee; and

73.3 any office held by him/her in the Battalion (but not including roles in Battalion Companies).

74. For each former Charity Trustee - for at least 6 years from the date on which he/she ceased to be a Charity Trustee, the Battalion Executive shall keep a register setting out:

74.1 the name of the Charity Trustee;

74.2 any office held by him/her in the Battalion (but not including roles in Battalion Companies); and

74.3 date on which he/she ceased to be a Charity Trustee.

75. The Battalion Executive must ensure that the register of Charity Trustees is updated within 28 days of any change:

75.1 which arises from a resolution of the Battalion Executive or a resolution passed by the members of the Battalion; or

75.2 which is notified to the Battalion.

Remit of Battalion Executive

76. Except where this constitution states otherwise, the Battalion (and its assets and operations) will be managed by the Battalion Executive. The Battalion Executive shall supervise and control the work of the Battalion, define the general policy of the Battalion, review the actions of all Battalion Committees and may exercise all the powers of the Battalion.
77. The Battalion Executive shall have the power to appoint Reserve Officers and to engage salaried staff and set forth their respective duties and terms of employment.
78. A meeting of the Battalion Executive at which a quorum is present may exercise all powers exercisable by the Battalion Executive.
79. The members may, by resolution, direct the Battalion Executive to take any particular step or direct the Battalion Executive not to take any particular step; and the Battalion Executive shall give effect to any such direction accordingly.

Charity Trustees - general duties

80. Each of the Charity Trustees has a duty, in exercising functions as a Charity Trustee, to act in the interest of the Battalion; and in particular, must:
 - 80.1 seek, in good faith, to ensure that the Battalion acts in a manner which is in accordance with its purposes;
 - 80.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

80.3 in circumstances giving rise to the possibility of a conflict of interest between the Battalion and any other party:

80.3.1 put the interests of the Battalion before that of the other party;

80.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Battalion and refrain from participating in any deliberation or decision of the other Charity Trustees which regard to the matter in question.

80.4 ensure that the Battalion complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

81. In addition to the duties outlined in clause 80, all of the Charity Trustees must take such steps as are reasonably practicable for the purpose of ensuring:-

81.1 that any breach of any of those duties by a Charity Trustee is corrected by the Charity Trustee concerned and not repeated; and

81.2 that any Charity Trustee who has been in serious and persistent breach of those duties is removed as a Charity Trustee.

82. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the Battalion should enter into the arrangement - a Charity Trustee will not be debarred from entering into an arrangement with the Battalion in which he/she has a personal interest: and (subject to clause 80 and to the provisions relating to remuneration for services contained in the Charities and

Trustee Investment (Scotland) Act 2005), he/she may retain any personal benefit which arises from that arrangement.

83. No Charity Trustee may serve as a paid employee (full time or part time) of the Battalion: and no Charity Trustee may be given any remuneration by the Battalion for carrying out his/her duties as a Charity Trustee.
84. The Charity Trustees may be paid all travelling and other expenses reasonably incurred by them in connection with carrying out their duties; this may include expenses relating to their attendance at meetings.

Code of Conduct for Charity Trustees

85. Each of the Charity Trustees shall comply with the code of conduct (if any) prescribed by the Battalion Executive from time to time.
86. The code of conduct referred to in clause 85 shall be supplemental to the provisions relating to the conduct of Charity Trustees contained in this constitution and the duties imposed on Charity Trustees under the Charities and Trustee Investment (Scotland) Act 2005: and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

Notice of Battalion Executive meetings

87. The Battalion Executive shall meet at least four times annually.
88. The dates of meetings will generally be intimated by the Battalion Secretary but any Charity Trustee may call a meeting of the Battalion Executive or ask the Battalion Secretary to call a meeting of the Battalion Executive.
89. At least 7 days' notice must be given of each Battalion Executive meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

Procedure at Battalion Executive meetings

90. No valid decisions can be taken at a Battalion Executive meeting unless a quorum is present: the quorum for Battalion Executive meetings is 7 Charity Trustees, present in person.
91. If at anytime the number of Charity Trustees in office falls below the number stated as the quorum in clause 105, the remaining Charity Trustee(s) will have power to fill the vacancies or call a members' meeting - but will not be able to take any other valid decisions.
92. The Battalion President, whom failing the Battalion Vice President, should act as Chairperson of each Battalion Executive meeting.
93. If the Battalion President and the Battalion Vice Presidents are not present within 15 minutes after the time at which the meeting was due to start (or are not willing to act as chairperson), the Charity Trustees present at the meeting

must elect (from among themselves) a person to act as Chairperson of that meeting.

94. Every Charity Trustee has one vote, which must be given personally.
95. All decisions at Battalion Executive meetings will be made by majority vote.
96. If there are an equal number of votes for and against any resolution, the Chairperson of the meeting will be entitled to a second (casting) vote.
97. The Battalion Executive may, at its discretion, allow any person to attend and speak at a Battalion Executive meeting notwithstanding that he/she is not a Charity Trustee - but on the basis that he/she must not participate in decision making.
98. A Charity Trustee must not vote at a Battalion Executive meeting (or at a meeting of any sub-Committee of the Battalion Executive) on any resolution which relates to a matter in which he/she has a personal interest or duty which conflicts (or may conflict) with the interest of the Battalion; he/she must withdraw from the meeting while an item of that nature is being dealt with.
99. For the purposes of clause 98:
 - 99.1 an interest held by an individual who is "connected" with the Charity Trustee under section 68 (2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that Charity Trustee;
 - 99.2 a Charity Trustee will be deemed to have a personal interest in relation to a particular matter if a body

in relation to which he/she is an employee, director, member of the management committee, officer or elected representative has an interest in the matter.

Minutes

100. The Battalion Executive must ensure that proper minutes are kept in relation to all Battalion Executive meetings and meetings of Battalion Executive sub-committees.
101. The minutes to be kept under clause 100 must include the names of those present.

BATTALION COMMITTEES

Constitution of Battalion Committees

102. The Battalion Committees shall be as follows:-

102.1 Finance and Fundraising

102.2 Public Relations and Events

102.3 Training and Development

102.4 Anchor Boys

102.5 Junior Section

102.6 Company Section

The stated Battalion Committees shall be responsible for the duties and activities allocated in the schedule to this Constitution.

103. The President has the ability to call a meeting of selected Trustees from time to time to discuss particular matters. Such meetings should be minuted and reported to all Trustees at the next Executive meeting.

104. Other members of Battalion Council shall be eligible to attend and speak at any meeting of a Battalion Committee, upon receiving an invitation from that Committee.

Battalion Committee Procedure

105. Battalion Committees shall meet and conduct business as determined by the relevant Committee under the leadership of the convenor. It is envisaged that Battalion Committees shall meet frequently throughout the session.

106. Battalion Committees shall keep a written minute or record of their meetings and other proceedings and a copy or a draft of this shall be given to the Battalion Secretary within two weeks after the meeting to which it relates.
107. The Convenor of each Committee shall report to the Battalion Executive of arrangements made and work done by the Battalion Committee.
108. All rules and regulations formulated by the Battalion Committees shall be submitted to the Battalion Executive, which shall have the power to approve, amend or cancel them.
109. Each Convenor shall, on or before 1st April in each year, prepare and forward to the Battalion Secretary a copy of the annual report of the relevant Battalion Committee.
110. The Battalion Treasurer shall, in consultation with the convenors, prepare a statement of cash transactions and provisional budget for each Battalion Committee on an annual basis.
111. The Office Bearers shall be members ex-officio of all Battalion Committees.
112. All Battalion Committees shall have the power to fill any vacancy which may occur in their number at any time and also co-opt such additional members as they may deem expedient, whether such individuals may be members of Battalion Council or not. Any changes to Committee membership must be intimated to the Battalion Executive as soon as practicable.

ADMINISTRATION

Delegation to sub-committees

113. The Battalion Executive may delegate any of their powers to sub-committees: a sub-Committee must include at least one Charity Trustee, but other members of a sub-Committee need not be Charity Trustees.
114. The Battalion Executive may also delegate to the Battalion President or any other Charity Trustee(s) such of their powers as they may consider appropriate.
115. When delegating powers under clauses 113 or 114, the Battalion Executive must set out appropriate conditions (which must include an obligation to report regularly to the Battalion Executive).
116. Any delegation of powers under clause 113 or 114 may be revoked or altered by the Battalion Executive at any time.
117. The rules of procedure for each sub-committee, and the provisions relating to membership of each sub-committee, shall be set by the Battalion Executive.

Finance

118. The Battalion financial year shall be from 1 January to 31 December.
119. All monies belonging to the Battalion shall be under the control of the Battalion Executive and shall be lodged in a bank account or accounts in the name of the Battalion to be operated by any two of the Office Bearers (under exception of the Battalion chaplain) and the Administrator.
120. All investments, properties and other assets belonging to the Battalion, insofar as not vested or registered in the

name of the Boys' Brigade on behalf of the Battalion, shall be vested or registered in the name of the Battalion.

121. The Battalion Executive shall determine the formula for calculation of the Annual Contribution. The formula so determined shall be reported to the AGM of Battalion Council, which shall have the power by a majority to either approve the formula or determine such other formula (being a formula which gives an Annual Contribution sum not lower than the formula used during the previous year) to be used for calculation of the Annual Contribution.
122. The amount of the Annual Contribution actually payable by each Battalion Company shall be determined by applying the formula referred to in clause 121 to the numbers recorded on the Brigade national annual statistical return.
123. None of the Battalion Committees shall incur any expense on behalf of the Battalion without the prior authority of the Battalion Treasurer.
124. The Battalion shall not be responsible for any expenses incurred by or on behalf of any Battalion Company.
125. No part of the income or property of the Battalion may be paid or transferred (directly or indirectly) to the members of Battalion Council - either in the course of the Battalion's existence or on dissolution - except where this is done in direct furtherance of the Battalion's charitable purposes.
126. The Battalion Executive must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
127. The Battalion Executive must prepare annual accounts, complying with all relevant statutory requirements. The annual accounts shall be audited on an annual basis by the

examiners appointed by Battalion Council in terms of clause 28.7.

MISCELLANEOUS

Winding-up

128. In the event of the Battalion being dissolved, the Battalion Executive shall have power to dispose of any assets held by or on behalf of the Battalion and any assets remaining after satisfaction of the debts and liabilities of the Battalion shall be:

128.1 in the first place, divided equally between those Battalion Companies operating at the time of dissolution which have purposes which are the same as or similar to the purposes of Battalion;

128.2 failing which and in the event of there being no Battalion Companies or in the event that none of the Battalion Companies operating at the time of dissolution are have purposes which are the same as or similar to the purposes of the Battalion the assets remaining shall be transferred to such other charity or charities, having objects similar to those of the Battalion, as the Battalion Executive determines.

Alterations to the constitution

129. This constitution may (subject to clause 128) be altered by resolution of the Battalion Council members passed at a meeting.

130. The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (eg change of name, an alteration to the purposes, amalgamation, winding-up)

without the consent of the Office of the Scottish Charity Regulator (OSCR).

SCHEDULE TO THE CONSTITUTION

Duties of the Battalion Committees

1. Training and Development

- a) support company development;
- b) encourage recruitment of officers;
- c) promote a recruiting campaign (in conjunction with the Public Relations Committee);
- d) maintain a list of active Reserve Officers;
- e) maintain good relationships with local authorities;
- f) organise a scheme to support the Battalion Companies;
- g) organise visitations to Battalion Companies;
- h) organise resources for Battalion Companies (in conjunction with the Resources committee);
- i) liaise with Brigade Development Officers;
- j) encourage Battalion Companies to carry out annual/bi-annual internal audits;
- k) promote new Companies and Engage a Generation;
- l) co-ordinate all training of Officers and boys as required;
- m) evaluation and introduction of improved techniques; and
- n) provide additional or short term support required by specific section of Battalion Companies.

2. Finance and Fundraising

- a) fund expenditure and financial control;
- b) investments;
- c) supplies;
- d) information gathering for grant applications;
- e) provide annual accounts for OSCR;
- f) control and advance the ambassador scheme;
- g) search out trusts willing to support the Battalion;
- h) search out sponsorship for Battalion events and the Annual Report (in conjunction with Public Relations Committee);

- i) aim to reduce costs to Companies; and
- j) deal with grant applications.

3. Public Relations and Events

- a) deal with press releases;
- b) submit items of interest to the Brigade Gazette;
- c) produce Battalion Update;
- d) maintain and update Battalion website;
- e) maintain and update Battalion social media pages;
- f) and update Battalion stationary etc as required in line with adopted national BB branding;
- g) co-ordinate an annual Battalion Recruiting Campaign (in conjunction with the Training and Development Committee);
- h) arrange publication of the Annual Report;
- i) arrange suitable advertisers for the Annual Report (in conjunction with the Finance Support Committee);
- j) provide and promote suitable resources;
- k) source and raise awareness of BB and outside expertise;
- l) co-ordinate and make arrangements for the Civic Reception, Presentation Day, Council Meetings, Battalion Parades, Attendance at Cenotaph and other such Battalion Events.

4. Anchors, Juniors and Company Section Activity Committees

- a) provide a programme of events suitable to the age range of the relevant section and a balance of activities which are complimentary to Company programmes;
- b) promote joint activities between Battalion Companies;
- c) promote fellowship among young leaders;
- d) promote the President's and Queen's Badge schemes.