

THE ROYAL BRITISH  
LEGION



THE ROYAL BRITISH LEGION  
(Incorporated by Royal Charter)

199 BOROUGH HIGH STREET,  
LONDON, SE1 1AA



THE  
2003  
ROYAL CHARTER  
OF  
INCORPORATION  
AND  
SCHEDULES

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## The 2003 Royal Charter of Incorporation and Schedules

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**THE ROYAL BRITISH LEGION**  
**ROYAL CHARTER OF INCORPORATION AND SCHEDULES**  
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**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 27<sup>th</sup> 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 and children** 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 Article 9 of the Charter.

**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 and dependants left by those beneficiaries who have died;
- (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 30<sup>th</sup> 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 20 to 29.

**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.

**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.

**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 18.

#### 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 16 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 subscriptions.

## **WOMEN'S SECTION MEMBERS**

5.
  - (a) There are 2 classes of Women's Section Members: Members and Life 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 of the Women's Section.
  - (c) 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.
  - (d) 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 18 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 in accordance with this Rule for tenure of 3 years. The President is appointed in accordance with Rule 13.
  - (b) Each Branch may 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.

- (c) The nominations shall be submitted to the Director General to arrive not later than sixteen weeks prior to the Annual Conference. The nominations shall be accompanied by:
  - (i) the written consent of the nominee.
  - (ii) a Curriculum Vitae.
  - (iii) evidence that the nominee is a Life Member or a Paid-up Member of the Legion.
  - (iv) a passport size photograph of the nominee.
- (d) Where there is only one candidate each for Chairman or Vice-Chairman or for both, the candidate or candidates shall be deemed elected, without the need for a ballot, to the Office for which he or they have been properly nominated.
- (e) Where a choice has to be made between candidates a ballot or, if necessary, more than one ballot shall be held. The Director General shall arrange for ballot papers for all valid nominations, accompanying descriptive statements and relevant material to be issued to Branches not later than thirteen weeks prior to Annual Conference.
- (f) Branches shall submit their completed ballot papers to arrive no later than seven weeks prior to the Annual Conference.
- (g) To be elected by ballot, a candidate must receive an absolute majority of the votes cast. The method of the ballot shall be as prescribed by the Board of Trustees.
- (h) All formations shall be advised by the Director General of the result of each election.

### **ELECTED MEMBERS**

9. The first Elected Members of the Board of Trustees shall be the last appointed or elected First and Second Preference National Council Members. They shall serve on the Board of Trustees for the unexpired portion of the term for which they were appointed or elected to the National Council unless their tenure ends differently.

The positions on the first Board of Trustees filled by the First Preference National Council Members will, upon expiry or earlier termination of the unexpired portion of the term for which they were appointed or elected to the National Council, be filled in accordance with the Rules or the Governing Regulations as appropriate.

The positions on the Board of Trustees filled by the Second Preference National Council Members will not, upon expiry or earlier termination of the unexpired portion of the term for which they were appointed or elected to the National Council, be filled so thereafter the maximum number of Elected Members shall eventually be twelve.

The initial tenure of the First and Second Preference National Council Members on the Board of Trustees shall not preclude them from being elected or appointed for up to three more terms on the Board of Trustees.

#### **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) (i) The Chairman and Vice-Chairman take up Office at the close of the meeting of the Annual Conference immediately following the postal ballot by which they were elected and serve until the close of the third next Annual Conference, unless their tenure of Office ends differently.
- (ii) Other than the first Board of Trustees, the Elected Members of the Board of Trustees become members of the Board of Trustees at the close of the meeting of the Annual Conference immediately following their election and they serve until the expiration of their tenure unless it ends differently.
- (iii) The 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 unless their tenure ends differently.
- (iv) The Chairman of the Women's Section becomes a member of the Board of Trustees upon the close of the Annual Conference of the Women's Section at which she is elected Chairman and serves on the Board of Trustees until the expiration of her Office as Chairman unless her tenure as Chairman or member of the Board of Trustees ends differently.
- (b) (i) The Chairman and Vice-Chairman will not be eligible for re-election but the elected and appointed members of the Board of Trustees will be eligible for re-election or re-appointment.
- (ii) The Elected Members of the Board of Trustees may not be re-elected more than twice.
- (iii) The Appointed Members of the Board of Trustees may not be re-appointed more than twice.

## **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) Any vacancy occurring among the Elected Members of the Board of Trustees, other than the Chairman and Vice-Chairman, must be filled by a Member from the Region in which the vacancy has occurred. This must be the member who polled the next largest number of votes in the election at which the member who caused the vacancy was elected.
- (b) 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 of the Legion, to discharge the duties of the Office vacated until the unexpired portion of the Office in question expires or until an election is held to fill the vacancy, whichever happens first.
18. (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 3 members of the Board of Trustees and 3 Members or Life Members nominated by Annual Conference.

- (b) Of the 3 members nominated by Annual Conference 2008 one shall serve for one year, one shall serve for two years and one shall serve for three years. The candidate receiving the highest number of votes shall serve for three years, the candidate receiving the next highest shall serve for two years, and the candidate receiving the third highest number of votes shall serve for one year.
  - (c) Annual Conference 2009 and each Annual Conference thereafter 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. Members who have served on the Conference Committee shall be eligible for re-nomination.
19. 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**

20. (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.
21. 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.
22. Branch delegates shall be entitled to attend, speak and vote at the Annual Conference. Only Branches which have:
- (a) submitted, on or before the 31 December immediately preceding the Conference, their receipts and payments accounts for the Legion's previous financial year and their completed Form MS1 for the Legion's current financial year
  - and
  - (b) submitted, by the 31 March immediately preceding the Conference, the affiliation fee for the current year
- are entitled to send a delegate or delegates to that Conference.
23. 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.

24. Members of the Board of Trustees 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.
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 financial year of the Legion is from 1 October to 30 September, or such other dates as the Board of Trustees may determine from time to time.
31. 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.
32. These assets are credited to the General Fund:
- (a) the affiliation fee that each Branch sends to the Director General in accordance with Rule 35;
  - (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.
33. To the Benevolent Fund are credited:
- (a) except for the assets covered by Rule 32, 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.
34. 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.
35. Each Branch must pay its affiliation fee annually to the Director General. The affiliation fee is calculated by adding together a specified amount for each Member and each Youth Member. The Annual Conference determines these amounts from time to time, to take effect at the beginning of the Legion's next financial year.
36. The affiliation fee payable by the Branches of the Women's Section is determined by the Bye-laws of the Women's Section.

37. 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).
38. To each Branch Fund is credited:
- (a) any money remaining in the hands of the Branch from its members' annual subscriptions, after paying the Branch's 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).
39. Every Branch is entitled to require its members to pay an annual subscription in addition to the affiliation fee.

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

40. 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.
41. The Board of Trustees pays, out of Legion funds, the expenses and salaries of Staff.
42. 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.
43. 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.
44. A Group Committee does not qualify for financial support from affiliation fees.

## **INVESTMENT OF NATIONAL FUNDS**

45. 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**

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

## **BADGE**

47. 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.
48. 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 annual subscription.
49. The badges remain the property of the Legion and must be returned to the Legion on the retirement or expulsion of a member.
50. 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**

51. 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.

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.

**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 Governing Regulations and procedures prescribed by the Board of Trustees, against rejection of an application for membership, giving the grounds for the complaint.

- (d) If the Board of Trustees 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. The Central and Branch Registers must be available for inspection at reasonable times and on payment of a reasonable fee set by the Board of Trustees.
- (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 subscriptions due to their current Branch, they will not need to make any additional payment within that financial year. The Branch Registers will be amended accordingly. A member may raise a complaint, in accordance with the Governing Regulations and procedures prescribed by the Board of Trustees, 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 Branch subscription or for other good reasons.
- (d) If a member's status is questioned, his card of membership for the current 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 their Branch subscription is no 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 except that a Curriculum Vitae shall:
- (a) for candidates for the Board of Trustees and the Offices of Chairman and Vice-Chairman, be circulated prior to or with the ballot papers for elections for those positions.
- and
- (b) for the Conference Committee be circulated in accordance with Governing Regulation 10.

### **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.
  - (ii) Only Branches that have:
    - on or before the immediately preceding 31 December submitted their completed Form MS1 for the Legion's current financial year and their receipts and payments accounts for the Legion's previous financial yearand
    - by the immediately preceding 31 March paid their affiliation fee for the Legion's financial year immediately preceding that 31 Marchare 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, at least 17 weeks before the Annual Conference.
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 at an Annual Meeting of the County/District Conference to serve in each case for 3 years. This Regulation does not prevent a member holding the Office of Chairman or Vice-Chairman of the County/District Conference for as many consecutive years as he is successful in the election.
- (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 they are elected.
21. If a vacancy occurs among the elected Officers of a County/District Conference, or among County/District Committee members, 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.

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 County/District Annual Conference and the Board of Trustees. Given this approval, the County/District Committee may recommend alterations to such Bye-laws from time to time for approval by the Board of Trustees.
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 Board of Trustees 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.

### **ADMINISTRATION OF BRANCHES**

30. 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.

31. 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.
32. 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.
33.
  - (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 at 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.
34. Every Branch must have a Committee consisting of the Branch Officers specified in Governing Regulation 33(a) and 3 to 12 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 they are 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.
35. 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 financial year.
36. 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.

37. (a) 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 Board of Trustees 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 Board of Trustees, whose decision will be final. Such Bye-laws must be based on model Bye-laws approved by the Board of Trustees.
- (b) Despite Regulations 33 to 37(a), any Branch in which the total membership is less than 25 may apply to the County/District Committee to adopt Minimum Regulation status. After proper inquiry the County/District Committee may recommend to the Board of Trustees that this status be granted to the Branch. Should the Board approve this status, the Branch may dispense with the requirements of Regulations 33, 34, 35, 36 and 37(a). However, the members of the Branch eligible to vote must elect a Chairman, Secretary and Treasurer, appoint a Branch Welfare Representative, and recommend a Poppy Appeal Organiser. The whole Branch will comprise a Committee and must hold an Annual General Meeting within 2 months after the close of the financial year, at which it elects the Officers for the ensuing year.
38. The Branch Committee is responsible for maintaining the Branch's membership. It will ensure that any failure to renew membership is investigated and the reasons recorded in the Branch Register.
39. Other duties, powers and privileges of Branches are as set out in these Regulations.
40. The Board of Trustees must maintain a Register of Branches.
41. The prior permission of the Board of Trustees must be obtained to form a new Branch of the Legion.
42. The Board of Trustees 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.
43. 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.

44. 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 the Governing Regulations and procedures prescribed by the Board of Trustees, 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.

### **BRANCH SUBSCRIPTIONS**

45. Every Member and Youth Member must pay his Branch an annual subscription, which is decided from time to time by that Branch. The subscription shall not be less than the amount for each class of member specified by Annual Conference for calculating the Branch Affiliation Fee. Any such member whose subscription is 3 months in arrears will, unless Regulation 46 applies, cease to be a member of that Branch, and his name must be removed from the Branch Register of members.
46. A member who can prove, each year, that he is unable, for whatever reason, to keep paying his Branch subscription may be permitted by the Branch Committee to remain a member, despite non-payment of 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**

47. To facilitate the election of candidates to the Board of Trustees of the Legion, the Counties of England and Wales, Districts of Northern Ireland and overseas and the Republic of Ireland and the Isle of Man are allocated to the following Electoral Groups:

#### **ELECTORAL GROUP 1**

Northern Region  
West Midland Region  
South Eastern Region  
National Branches District

#### **ELECTORAL GROUP 2**

East Midland Region  
Northern Ireland and Republic of  
Ireland Electoral Region  
Wales  
Eastern Region

#### **ELECTORAL GROUP 3**

South Western Region  
North Western Region  
Metropolitan Region  
Overseas Districts

48. The Board of Trustees may change the allocation of a County or a District to an electoral Region from time to time, provided that it first consults the Committee of the County or District affected, and provided that it does not make any changes to a Region in a year when an election to the Board of Trustees is due to take place there. It must publish any allocation, or change of allocation, without delay by the most appropriate means.

### **PROCEDURE FOR ELECTION AND APPOINTMENT**

49. Elections will be held for Regions and Districts within Electoral Groups every three years as shown below, with those elected serving for three years:

Electoral Group 1	2008	2011	2014
Electoral Group 2	2009	2012	2015
Electoral Group 3	2010	2013	2016

and so on, in each case every three years thereafter.

50. Each Branch may nominate one person as a candidate for election to the Board of Trustees in the year in which its Electoral Group is to hold an election. Such nominations, including a passport-sized photograph of the candidate, the candidate's consent and curriculum vitae must, not later than 26 weeks before Annual Conference, reach the staff assigned to receive them from Branches.

A candidate nominated by a non-overseas Branch must be a member or Life Member of a Branch within the electoral Region or District concerned and reside within the United Kingdom or Republic of Ireland.

A candidate nominated by an Overseas Branch must reside in continental Europe and be a Member or Life Member of a Branch in continental Europe.

Where there is only one candidate for an electoral Region or District, that person shall be deemed elected as that electoral Region's or District's member of the Board of Trustees.

Where a choice has to be made between candidates, a ballot or ballots shall be held as prescribed by the Board of Trustees.

51. (a) The first Appointed Members of the Board of Trustees shall be appointed by the Chairman and Vice-Chairman, and the Elected Members of the Board of Trustees and the Chairman of the Women's Section. Of the first Appointed Members of the Board of Trustees, two shall serve for one year, two shall serve for two years and two shall serve for three years. Thereafter Appointed Members shall be appointed by the Board of Trustees and shall serve for three years.

- (b) Any vacancy among the Appointed Members of the Board of Trustees shall be filled by a member who shall be appointed by the Board of Trustees for the unexpired period of the appointment. A member appointed in this way to fill a vacancy shall not be precluded from being elected or appointed for up to three further terms on the Board of Trustees.
- (c) Except as permitted in the Rules and these Governing Regulations a member elected onto the Board of Trustees who is subsequently appointed to the Board of Trustees (or vice versa) may not serve for more than a combined total of three terms on the Board of Trustees.

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

52. The Chairman of the Legion or, in his absence, the Vice-Chairman must be the Chairman of the Board. If both are absent, the chair may be taken by any other member of the Board elected by those present at the meeting and entitled to vote.
53. Any 11 members of the Board of Trustees assembled at a meeting and entitled to vote at it form a quorum.
54. The Director General will attend meetings of the Board of Trustees, with other members of staff whom, from time to time, the Board may require.
55. 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.
56. The Board of Trustees may, from time to time,
- appoint such 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.
57. The Chairman and Vice-Chairman are members of all Committees of the Board of Trustees, by virtue of their Office.
58. Each Committee appointed by the Board of Trustees must report its proceedings to the Board of Trustees as soon as practicable for confirmation or otherwise. If confirmed, the proceedings of Committees become proceedings of the Board of Trustees.
59. If a County/District Committee recommends to the Board of Trustees that a Branch should be dissolved because of lack of members, the Board of Trustees 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.

60. The Board of Trustees is responsible for instructing and advising County/District Committees and Branches in all matters.
61. 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.
62. 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**

63. 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.
64. Bye-laws made using the powers conferred by Regulation 63 must not conflict with the Charter and these Regulations.
65. 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

66. 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 Conference, by an independent examiner appointed by the County/District Committee, with the approval of the Board of Trustees;
  - (c) the accounts of each Branch, by an independent examiner appointed by the Branch Committee, subject to the approval of the Board of Trustees.
67. The accounts of each Branch must undergo an independent examination annually, not more than two months after the close of the relevant financial year, and at any other time that the Branch or its Committee require. In addition, if requested by the Board of Trustees, 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.
68. Any expenses incurred:
- (a) by a County/District Committee under Regulation 66 (b) will be paid for by the County/District Committee Fund of that County; and
  - (b) by the Board of Trustees under Regulation 67 will be paid for by the Branch Fund in question.
69. The accounts of the County/District Conference 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.
70. Every County/District Committee must, within 4 months of the close of the Legion's financial year, and within 1 month after an audit, send the Director General a copy of the accounts of the relevant Conference, together with the report of the independent examiner or the qualified auditor.
71. Within 3 months after the close of its 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**

72. 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.
73. 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.
74. 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 and Director General of the Legion, or individuals to whom they have specifically delegated this power.
75. A former member of the Legion may not claim back the subscriptions or other money he has paid to the Legion except as a loan.

## **MANAGEMENT OF INVESTMENTS**

76. (a) In this and the following Regulation, investment expert means:
- (i) an individual with at least 15 years' experience of investment or financial management who is an authorised person within the meaning of the Financial Services Act 1986; or
  - (ii) a well-respected company or firm which is (for other reasons than Section 45(1) (j) of that Act) an authorised or exempted person within the meaning of that Act.
- (b) The Board of Trustees may not use any funds of the Legion to acquire any investment, other than a narrow-range investment (within the meaning of the Trustee Investments Act 1961), except on the written advice of an investment expert engaged under Regulation 77.
77. (a) Under this Regulation, the Board of Trustees may:
- (i) appoint as Investment Manager one or more investment experts as defined in Regulation 76(a) above (whether or not he or they are currently providing advice under Regulation 76(b) above); and
  - (ii) if it has made sure that the Investment Manager is suitably qualified and experienced, delegate appropriate power to him to buy and sell investments for the Charity at his discretion on the Board's behalf.

- (b) If there is any delegation under Regulation 77(a), the Board of Trustees must:
    - (i) at the time of making the delegation and from time to time thereafter give clear policy instructions to the Investment Manager regarding investments;
    - (ii) take care to ensure all parties comply with the terms of the delegation;
    - (iii) always provide reasonable supervision of the Investment Manager; and
    - (iv) review the arrangements at suitable intervals (normally not exceeding 24 months).
  - (c) If any delegation is made under Regulation 77(a), it must be on the terms that:
    - (i) the Investment Manager may not do anything which the Board of Trustees does not have power to do;
    - (ii) the Investment Manager complies with any policy instructions for the time being in force under Regulation 77(b);
    - (iii) the delegation may be revoked without notice or (subject to this Regulation) any of its terms varied; and
    - (iv) where the Investment Manager makes any purchase or sale using his delegated powers, he must report it to the Board of Trustees as soon as reasonably possible.
78. (a) The Board may:
- (i) set up a Finance Committee consisting of any two or more of their own number; and
  - (ii) subject to Regulation 77(b) delegate to the Finance Committee established under Regulation 78(a) (i) any of their functions relating to investment.
- (b) If the Board of Trustees delegates any powers to a Finance Committee, it will be on the term that all acts and proceedings of the Finance Committee must be reported to the Board of Trustees as soon as reasonably possible.

### **COMPLAINTS - COMMITTEES**

79. A Legion Investigation Panel may, after a proper investigation, suspend or dissolve any Committee or sub-Committee of a Branch, Group, or County/District which acts in a way detrimental to the interests of the Legion.

The Board of Trustees, or a Committee or sub-Committee suspended or dissolved under this Governing Regulation, or both may appeal to the Legion's Complaints Committee against the decision of the Legion's Investigation Panel under this Governing Regulation.

The Legion's Complaints Committee may, of its own volition and without an appeal being made, review a decision of the Legion's Investigation Panel under this Governing Regulation and agree with that decision or overturn or vary it as it thinks fit.

The procedures to be followed shall be as prescribed by the Board of Trustees.

There is no right of appeal against the decision of the Legion's Complaints Committee under this Governing Regulation.

### **COMPLAINTS - BRANCHES**

80. (a) A Branch is liable to be dissolved and removed from the Register if it acts in a way detrimental to the interests of the Legion.
- (b) If it appears that a Branch may be dissolved in accordance with this Governing Regulation, a Legion Investigation Panel may suspend the Branch until the Legion Investigation Panel has decided whether to dissolve the Branch and remove it from the Register.
- (c) While a Branch is suspended, the County/District Committee, or those appointed by it, will undertake such of the functions and duties of the Branch, including the Branch Committee, as the County/District Committee shall determine. Whilst suspended a Branch shall hold such meetings as are considered necessary by the County/District Committee or those appointed by it to undertake the functions and duties of the Branch.
- (d) A Branch which is notified of its dissolution under this Governing Regulation, or the Board of Trustees, or both may appeal to the Legion's Complaints Committee against the decision of the Legion's Investigation Panel under this Governing Regulation.
- (e) The procedures to be followed shall be prescribed by the Board of Trustees.
- (f) There is no right of appeal against the decisions of the Legion's Complaints Committee under this Governing Regulation.

### **COMPLAINTS - INDIVIDUALS**

81. (a) Any complaint shall be investigated in accordance with the procedures prescribed by the Board of Trustees.

- (b) (i) Any person who acts in a way detrimental to the interests of the Legion may, after proper investigation as prescribed by the Board of Trustees, be suspended from membership for a period or be expelled from membership and/or removed or suspended from any unpaid position in the Legion or barred from holding any unpaid position at any level within the Legion by a Legion Investigation Panel.
- (ii) A Legion Investigation Panel may, if it considers it to be essential to protect the interests of the Legion, immediately without holding a proper investigation, suspend a person from membership for up to 30 days. Any extension to this period is to be authorized by the Board of Trustees. A proper investigation into the matter necessitating the immediate suspension of the member must be held by the Legion's Investigation Panel during the period of suspension and the outcome shall supersede the suspension.
- (iii) Notice of the decision of the Legion's Investigation Panel and of the right of appeal must be given to the member, Branch, County/District and Director General within 14 days of the proper investigation.
- (c) (i) The person concerned or the Branch or the County/District or the Board of Trustees or all four may appeal to the Legion's Complaints Committee against the decision arising from a proper Investigation undertaken by the Legion's Investigation Panel. The appeal must be made in writing to the Director General not later than four weeks after the date of the notice which gives the decision. The Legion's Complaints Committee has the power to agree with, overturn or vary the decision in any way it thinks fit.
- (ii) Notice of the decision of the Legion's Complaints Committee must be given to the member, Branch, County/District and Director General within 14 days of the hearing of the appeal.
- (d) A person may, at least five years after expulsion from membership apply for restoration of membership. The Legion's Complaints Committee may, in accordance with procedures prescribed by the Board of Trustees, restore such a person to membership.
- (e) There is no right of appeal against the decisions of the Legions Complaints Committee under this Governing Regulation.

### **CONFLICT OF INTERESTS**

- 82. (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 82(a) may be investigated in accordance with the Governing Regulations and procedures prescribed by the Board of Trustees.
- (c) Members of Legion staff, including those in receipt of a Legion staff pension, wishing to take up any voluntary Legion Office or position must ensure they are acting in compliance with guidance issued by the Director General.

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