

THE BOYS' BRIGADE ARCHIVE TRUST



CONSTITUTION

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PART A CONSTITUTIONAL STATUS AND POWERS

The Boys' Brigade Archive Trust

1. The charity's name is "The Boys' Brigade Archive Trust" (and in this document known as "the Charity")
2. The Charity is constituted as an unincorporated association that is recognised as a registered charity by the Charity Commission of England and Wales by registration number [to be inserted]

Object

3. The Charity's objects (and in this document known as the "Objects") are:
 - 3.1 To advance the education of the public in particular, but not exclusively, by the preservation of records assets artefacts equipment and other chattels of The Boys' Brigade and related and subsidiary organisations
 - 3.2 To promote any other charitable purposes as the trustees from time to time determine

Members

4. The members of the Charity shall be:
 - 4.1 those persons unincorporated associations and incorporated companies listed in the schedule that were subscribing members of the Charity
 - 4.2 those persons unincorporated associations and incorporated companies that are admitted to membership in accordance with the provisions of clause 14

Powers

5. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - 5.1 to draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Charity
 - 5.2 to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities
 - 5.3 to acquire alter improve construct develop let on lease and (subject to such consents as may be required by law) to charge or otherwise dispose of property
 - 5.4 subject to clause 6 below to employ such staff who shall not be trustees of the Charity as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of salaries pensions and superannuation to staff and their dependants
 - 5.5 to establish or support any charitable trusts associations or institutions formed for all or any of the Objects



- 5.6 to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them
- 5.7 to pay out of the funds of the Charity the costs charges and expenses of and incidental to the formation and registration of the Charity
- 5.8 to do all such other lawful things as are necessary for the achievement of the Objects
- 5.9 to provide indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence default breach of trust or breach of duty of which they may be guilty in relation to the Charity provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was in breach of trust or breach of duty or not

Income and Property

6. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity and no trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Charity provided that nothing in this document shall prevent any payment in good faith by the Charity
 - 6.1 of the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers when instructed by the Charity to act in a professional capacity on its behalf provided that at no time shall a majority of trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion
 - 6.2 of reasonable and proper remuneration for any services rendered to the Charity by any member officer or servant of the Charity who is not a trustee
 - 6.3 of interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding the published base lending rate of a clearing bank to be selected by the trustees
 - 6.4 of fees remuneration or other benefit in money or moneys worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company



- 6.5 of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee
- 6.6 to any trustee of reasonable out-of-pocket expenses

General Power of Investment

7. The Charity has the power to invest the monies of the Charity not immediately required for its purposes in or upon such investments securities or property as the Trustees think fit subject to:
 - 7.1 any such conditions (if any) and such consents (if any) as may be imposed or required by law
 - 7.2 the provisions of this constitution

Liability

8. In the event of the dissolution or winding up of the Charity every member of the Charity undertakes to contribute on an equal basis amongst the members such amount as may be required to the Charity's assets if it should be wound up while that member is a member or within one year after they cease to be a member for payment of the Charity's debts and liabilities contracted before they ceased to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves

Cy Pres

9. If the Charity is wound up or dissolved and after all of its debts and liabilities have been satisfied there remains any residual property it shall not be paid to or distributed among the members of the Charity but shall be given or transferred to some other charity or charities having objects similar to the Objects of the Charity

Application of Law and Interpretation

- 10.1 The constitution shall be construed and take effect in accordance with English law
- 10.2 Where clauses in this constitution utilise references to the masculine gender only these shall include the feminine gender

Changes to the Constitution

11. Any changes that are to be made to this constitution shall be approved by the Charity in general meeting by a special resolution of the members that are present where a vote takes place and a 75% majority is achieved
12. Clause 11 shall be subject to the legal requirements and consents needed in order to comply with English charity law



PART B THE OPERATION OF THE CHARITY

Acquisitions and Disposal Policy

13. The trustees shall devise maintain and review a policy to ensure that the Objects of the Charity are fulfilled and the said policy shall be known as the 'Acquisitions and Disposal Policy'

New Members

14. Applications for membership of the Charity shall be considered by the trustees under rules set pursuant to clause 73
15. No person shall be admitted a member of the Charity unless their application for membership is approved by the trustees
16. A member at any time may withdraw from the Charity by giving written notice to the Charity providing that after such withdrawal the number of members is not less than three

Trustees

17. The number of trustees shall not be less than three but unless otherwise determined by resolution of a general meeting shall not be subject to any maximum
18. The trustees of the Charity shall be appointed in accordance with the following provisions
- 18.1 The composition of the trustees of the Charity shall include persons who are nominated by The Boys' Brigade in accordance with the following table of roles in addition to any co-opted trustees appointed under clause 18.3

Roles
Two Office Bearers of The Boys' Brigade
An elected member of the Brigade Executive of The Boys' Brigade
The Brigade Secretary of The Boys' Brigade or his/her nominated representative
The Honorary Brigade Archivist of The Boys' Brigade

- 18.2 The first trustees shall be those persons nominated by The Boys' Brigade in accordance with the table of roles in clause 18.1
- 18.3 The trustees may co-opt up to two additional persons to act as trustees
- 18.4 Trustees shall serve for the duration of one electoral period following which they retire and pursuant to this constitution may be re-appointed



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- 18.5 An 'electoral period' is a period of time as follows
- 18.5.1 the first electoral period commences with the first day that the charity is established and terminates at the conclusion of the first annual general meeting
 - 18.5.2 the second and subsequent electoral periods will commence at the end of the preceding electoral period and run until the conclusion of the next annual general meeting
- 18.6 Clause 18.4 also applies to trustees who are co-opted pursuant to clause 18.3
- 18.7 The electoral period for all trustees shall by virtue of clause 18.4 end at the same time and there will be no overlapping of electoral periods
- 18.8 One month prior to the end of the electoral period the trustees shall contact The Boys' Brigade and request written notification of their nominated persons who fulfil the roles defined in clause 18.1 of this constitution
- 18.9 Those persons who are nominated by The Boys' Brigade pursuant to clause 18.8 will be appointed as trustees with effect from the start of the next electoral period
- 18.10 At the end of any electoral period any serving trustee who is not nominated for a further period of office by virtue of clause 18.9 shall cease to be a trustee with immediate effect
- 18.11 There shall be no retirement by rotation
19. Any trustee who wishes to resign must tender his resignation in writing to the remaining trustees
20. In the event that a trustee who has been appointed by virtue of clauses 18.2 or 18.9 resigns then the remaining trustees may at their discretion
- 20.1 Request a new nomination from The Boys' Brigade for a replacement person who is of a similar role status as the resigning trustee as defined in clause 18.1 and
 - 20.2 Appoint the person who is nominated by The Boys' Brigade pursuant to clause 20.1 for the remainder of the electoral period that is in force at the time that the appointment is made
21. No person may be appointed as a trustee
- 21.1 unless he has attained the age of 18 years or
 - 21.2 in circumstances such that had he already been a trustee he would have been disqualified from acting under the provisions of clause 24
22. Subject to the provisions of clause 6 the trustees may appoint one or more of their number to an unremunerated executive office of the Charity and any such appointment of a trustee to an executive office shall terminate if he ceases to be a trustee



23. Except to the extent permitted by clause 6 no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is party
24. A trustee shall cease to hold office if he
 - 24.1 ceases to be a trustee by virtue of being disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)
 - 24.2 becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs
 - 24.3 resigns his office by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect)
 - 24.4 is absent without permission of the trustees from all their meetings of trustees held within a period of twelve months and the trustees resolve that his office be vacated
25. Pursuant to clause 6 of the Constitution the trustees may (if they are claimed) be paid all reasonable travelling hotel and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or otherwise in connection with the discharge of their duties but shall otherwise be paid no remuneration.

Powers of the Trustees

26. Subject to the provisions of legislation the constitution and to any directions given by resolution of a general meeting the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity
27. No alteration of the constitution or direction shall invalidate any prior act of the trustees that would have been valid if that alteration had not been made or that direction had not been given
28. The powers given by clause 26 shall be exercised by the trustees when meeting and at which a quorum is present
29. In addition to all the powers hereby expressly conferred upon them and without detracting from the generality of their powers under the constitution the trustees shall have the following powers
 - 29.1 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity
 - 29.2 to enter into contracts on behalf of the Charity



Proceedings of Trustees

30. Subject to the provisions of the constitution the trustees may regulate their proceedings as they think fit
31. A trustee may and the Secretary at the request of a trustee shall call a meeting of the trustees
32. Questions arising at the meeting shall be decided by a majority of votes and in the case of an equality of votes the chairman shall have a second or casting vote
33. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than three trustees
34. The trustees may act notwithstanding any vacancies in their number but if the number of trustees is less than the number fixed as the quorum the continuing trustees or trustee may only act for the purpose of filling vacancies or calling of a general meeting
- 35.1 The trustees may appoint one of their number to act as chairman and the trustees may at any time remove him from that office
- 35.2 As a general rule the trustee appointed under clause 18 in the category of elected member of the Brigade Executive of The Boys' Brigade shall act as Chairman
36. The chairman shall preside at every meeting of trustees at which he is present but if there is no trustee holding that office or if the trustee holding is not present at the meeting the trustees present may appoint one of their number to be chairman of the meeting
37. The trustees may appoint one or more sub-committees consisting of three or more trustees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees
38. All acts done by a meeting of trustees or of a committee of trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote
39. A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be



as valid and effectual as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held and such a resolution may consist of several documents in the same form each signed by one or more trustees

40. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity and the operation of such accounts shall be in accordance with the directions made by the trustees

The Secretary

41. The Secretary shall be appointed by the trustees for such term and at such remuneration (if not a trustee) and upon such conditions as they may think fit and any Secretary so appointed may be removed by them

General Meetings

42. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it
43. The period between annual general meetings shall not be more than fifteen months between the date of one annual general meeting and that of the next provided that so long as the Charity holds its first annual general meeting within eighteen months of its constitution it need not hold it in the year of its constitution or the following year
44. All general meetings other than annual general meetings shall be called extraordinary general meetings.
45. In the event of an urgent reason the trustees may call a general meeting
46. If two or more members submit a notice to the trustees at the registered office then the trustees will arrange a general meeting within two months of receiving that notice
47. The trustees shall determine the time and place of general meetings
48. The Secretary shall be responsible for giving a minimum of one month written notice of a general meeting to all members and trustees
49. The accidental omission to give notice of a meeting or non-receipt of the notice to any person shall not invalidate the proceedings at the meeting
50. No business shall be transacted at general meetings unless there is a quorum present and the quorum shall be three members



51. The chairman shall preside at general meetings or in his absence another trustee
52. Any disputes that arise in the course of a meeting shall be referred to the chairman and his decision will be final

Proceedings at General Meetings

53. The general meeting shall aim to reach agreement by consensus
54. If a vote is required all members present shall have one vote and voting will be on the basis of a simple majority unless a unanimous or other decision is required under another clause of this constitution
55. There shall be no proxy voting at general meetings
56. In the event of an equality of votes, then the chairman shall have a casting vote
57. No objection shall be raised to the qualification of any voter except at the meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid and any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

Powers of Investment

58. The Trustees may appoint as the investment manager for the Charity any person whom they are satisfied after enquiry is a proper and competent person to act in that capacity and who is either:
 - 58.1 an individual of repute with at least five years experience of investment management and who is an authorised person within the meaning of the relevant financial services and investment regulation legislation
 - 58.2 a company or firm of repute with at least five years experience of investment management which is an authorised person within the meaning of the relevant financial services and investment regulation legislation
59. The Trustees may delegate to investment managers so appointed at the discretion of the Trustees the power to buy and sell investments for the Charity on behalf of the Trustees in accordance with the investment policy laid down by the Trustees with the said investment policy being prepared only on terms consistent with the constitution of the Charity
60. When the Trustees make any delegation under the constitution it shall:
 - 60.1 inform the investment manager in writing of the extent of the Charity's investment powers



- 60.2 lay down a detailed investment policy for the Charity and immediately inform the investment manager in writing of it and of any changes to it
 - 60.3 ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager
 - 60.4 ensure that it is kept informed and review on a regular basis the performance of the investment portfolio managed by the investment manager under his delegated authority
 - 60.5 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority
 - 60.6 review the appointment at such intervals not exceeding twenty four months as it thinks fit
61. Any delegation by the Trustees under this constitution shall be on terms that:
- 61.1 the investment manager shall comply with the terms of his delegated authority
 - 61.2 the investment manager shall not do anything which the Trustees do not have the power to do
 - 61.3 the Trustees may on reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of the constitution
 - 61.4 the investment manager shall report in the manner directed by the Trustees all sales and purchase of investments made on their behalf
62. The Trustees may make such arrangements as they think fit for any investments by the Company of income from those investments to be held by a corporate body as the nominee of the Trustees of the Charity. The Trustees may pay reasonable and proper remuneration to any corporate body acting as the Trustees' nominee in pursuance of the above clauses

Minutes and Registers

63. The Secretary shall keep minutes for the purpose
- 63.1 of all appointments of officers made by the trustees
 - 63.2 of all proceedings at meetings of the Charity and of the trustees and of committees of trustees including the names of the trustees present at each such meeting

Financial Management and Accounts

64. The trustees shall be responsible for the financial management of the Charity
65. Accounts shall be prepared in accordance with the provisions of English charity law and associated financial regulations



Audit

66. The trustees shall make such arrangements as are necessary to have the financial records and accounts of the Charity examined inspected and/or audited to such standard as may be required by English charity law

Notices

67. Any notice to be given to or by any person pursuant to the constitution shall be in writing except that a notice calling a meeting of trustees need not be in writing
68. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address
69. A member present at any meeting of the Charity shall be deemed to have received notice of the meeting and where necessary of the purposes for which it was called
70. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given

Registered Office

71. The Charity shall maintain an office which shall be the registered office of the Charity at which documents notices and correspondence can be sent

Indemnity

72. Subject to the provisions of English charity law every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence default breach of duty or breach of trust in relation to the affairs of the Charity

Rules

73. The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership and in particular but without prejudice to the generality of the foregoing they may by such rules or bye laws regulate:
- 73.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members and the conditions of

THE BOYS' BRIGADE ARCHIVE TRUST Constitution



- membership and the terms on which members may resign or have their membership terminated and the entrance fees subscriptions and other fees or payments to be made by members
- 73.2 the conduct of members of the Charity in relation to one another and to the Charity's servants
- 73.3 the procedure at general meetings and meetings of the trustees and committees of the trustees in so far as such procedure is not regulated by the constitution
- 73.4 all such matters as are commonly the subject matter of charity rules
74. The Charity in general meeting shall have power to alter add to or repeal the rules or byelaws and the trustees shall adopt such means as they think fit sufficient to bring to the notice of members of the Charity all such rules or bye laws which shall be binding on all members of the Charity
75. No rule or byelaw whether set by the trustees or the Charity at a general meeting shall be inconsistent with or shall affect or repeal anything contained in the constitution

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SCHEDULE

MEMBERS OF THE CHARITY

Pursuant to clause 4.1 of the constitution, the members of the Charity as at the date of the adoption of the constitution were:

Name	Capacity
JW Young MBE	BB Office Bearer
J Neil OBE	BB Office Bearer
Rev Dr RJ Reid	Executive Member
SM Dickinson	Brigade Secretary