

## WELSH GUARDS ASSOCIATION (the 'Association')

### Constitution (2014)

#### PART 1

##### 1. NAME

The name of the charity is the Welsh Guards Association (the 'Association').

##### 2. ADMINISTRATION

The Association and its property will be administered and managed in accordance with this Constitution.

##### 3. OBJECTS

The Objects of the Association are:-

- 3.1. To promote the efficiency of the Welsh Guards by fostering esprit de corps and by such other means as the trustees shall from time to time determine.
- 3.2. To assist persons who are currently serving or who have served in the Welsh Guards and the dependants of such persons who are in conditions of need, hardship or distress.
- 3.3. To commemorate and remember those members, or former members, of the Welsh Guards who have lost their lives or suffered injury, or put themselves at risk of loss of life or injury, in service to the public.

##### 4. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 4.1. To make grants or loans of money and to give guarantees.
- 4.2. To provide advice.
- 4.3. To publish or distribute information.
- 4.4. To co-operate with other bodies.
- 4.5. To support, administer or set up other charities.
- 4.6. To raise funds (but not by means of taxable trading).
- 4.7. To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 4.8. To acquire or hire property of any kind.
- 4.9. To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 4.10. To set aside funds for special purposes or as reserves against future expenditure.

- 4.11. To deposit or invest in funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification).
- 4.12. To delegate the management of investments to a financial expert, but only on terms that:
  - 4.12.1. the investment policy is recorded in writing for the financial expert by the Trustees;
  - 4.12.2. every transaction is reported promptly to the Trustees;
  - 4.12.3. the performance of the investments is reviewed regularly with the Trustees;
  - 4.12.4. the Trustees are entitled to cancel the delegation arrangement at any time;
  - 4.12.5. the investment policy and the delegation arrangement are reviewed at least once a year;
  - 4.12.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Trustees on receipt;
  - 4.12.7. the financial expert must not do anything outside the powers of the Trustees.
- 4.13. To insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required.
- 4.14. Subject to clause 5.2, to employ paid or unpaid agents, staff or advisers.
- 4.15. To enter into contracts to provide services to or on behalf of other bodies.
- 4.16. To establish or acquire subsidiary companies to assist or act as agents for the Association.
- 4.17. To do anything else within the law which promotes or helps to promote the Objects.

## **5. BENEFITS AND PAYMENTS TO TRUSTEES**

- 5.1. The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 5.2. No Trustee or Connected Person may receive any benefit in money or in kind from the Association except:
  - 5.2.1. for the provision of goods and services provided that:
    - 5.2.1.1. he or she is not present at any part of a Trustee meeting when the proposed supply or continuing supply is discussed or decided by the other trustees; and
    - 5.2.1.2. the other trustees are satisfied that the proposed supply or continuing supply will be in the interests of the Association; and
    - 5.2.1.3. not more than 50% of persons holding office as Trustee receive any such benefit in any financial year;
  - 5.2.2. for the purchase of Trustee indemnity insurance out of the funds of the Association provided that the decision to purchase and the terms of such insurance comply with the requirements of the Charities Act as amended from time to time;

- 5.2.3. in the capacity as a beneficiary of the Association;
- 5.2.4. in other circumstances with the prior written approval of the Commission.
- 5.3. No Trustee may acquire or hold any interest in property of the Association (except in order to hold it as a trustee of the Association).
- 5.4. A Trustee may pay from Association property (or receive reimbursement from Association property for) reasonable expenses properly incurred by him or her when acting on behalf of the Association.

## **6. PROPERTY AND FUNDS**

- 6.1 Funds which are not required for immediate use must be placed on deposit or invested in accordance with clause 4.11 until needed.
- 6.2 Investments and other property of the Association may be held:
  - 6.2.1 in the names of the Trustees for the time being;
  - 6.2.2 in the names of at least two and up to four holding trustees who may be appointed (and removed) by resolution of the Trustees;
  - 6.2.3 by a nominee or custodian appointed by the Trustees on such terms they think fit.

## **7. RECORDS AND ACCOUNTS**

- 7.1 The Trustees must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:-
  - 7.1.1. annual returns;
  - 7.1.2. annual reports; and
  - 7.1.3. annual statements of account.
- 7.2 The Trustees must keep proper records of:
  - 7.2.1 all proceedings at general meetings; and
  - 7.2.2 all proceedings at meetings of the Trustees;
  - 7.2.3 all reports of committees.

## **8. AMENDMENTS**

The Association may amend any provisions contained in this Constitution provided that:

- 8.1. no amendments may be made that would have the effect of making the Association cease to be a charity of law.
- 8.2. no amendments may be made to clause 5 without the prior written consent of the Commission.
- 8.3. any resolution to amend this Constitution is passed by not less than two thirds of the Members present and voting at a general meeting.

## 9. DISSOLUTION

- 9.1. If at any time the Members at a general meeting decide to dissolve the Association, the Trustees will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs.
- 9.2. After making provision for all outstanding liabilities of the Association, the Trustees must apply the remaining property and funds in one or more of the following ways:
  - 9.2.1. by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
  - 9.2.2. directly for the Objects or charitable purposes within or similar to the Objects;  
or
  - 9.2.3. in such other manner consistent with charitable status as the Commission approve in writing in advance.

## PART 2

## 10. MEMBERSHIP

- 10.1. Membership of the Association shall be as follows:-
  - 10.1.1. The Trustees
  - 10.1.2. The President of each Branch
  - 10.1.3. Ordinary Members of the Association.
- 10.2. Ordinary Membership shall be as follows:-
  - 10.2.1. All Welsh Guards serving personnel are automatically members of the Association.
  - 10.2.2. Serving Officers and Warrant Officers should wherever possible be affiliated to the Branch of their choice. This allocation is the responsibility of both Regimental and Battalion Headquarters.
  - 10.2.3. On retirement those affiliated to branches will need to inform their Branch Secretary if they no longer wish to remain as a Branch member.
  - 10.2.4. On retirement, and when not affiliated, Welsh Guardsmen will be encouraged to join the Association and contact the Branch Secretary in their local area, this is the responsibility of Battalion Headquarters and should be covered on Commanding Officers Memorandum.
  - 10.2.5. Any former Welsh Guardsmen may apply at any time to become a member of a Branch of the Association.
- 10.3. **Associate Membership**

Anybody who has taken a special interest in a Branch of the Association and is recommended by that Branch is eligible to be admitted as an Associate Member. Associate Members will have no vote at Branch meetings. Admission to membership shall be at the discretion of the Branch Committee concerned. The Trustees may also grant Associate Membership of the Association to any individual they believe merits this privilege and will usually be granted for their support and work for the Association.

#### 10.4. Life Membership

Branches at their own discretion and under their own terms may grant Life Membership to an ordinary member. The benefits and status of Life Membership are applicable only within the Branch to which the Life Member belongs. Previous Life Members of the Association are entitled to the same privileges within the Branch.

10.5. Membership is transferable between branches.

#### 10.6. Expulsion of Members

10.6.1. A Branch should recommend to the Trustees the expulsion of any member who, in their opinion, is bringing the name of the Regiment and the Association into disrepute. The decision of the Trustees is final.

10.6.2. Failure to pay Branch subscriptions if any is not normally sufficient reason to warrant expulsion.

### 11. THE ANNUAL GENERAL MEETING

11.1 An Annual General Meeting will be held once a year, location and date to be determined by the Secretary General.

11.2 Any member of the Association may attend the AGM.

11.3 Any issue at a general meeting is determined by a simple majority of votes cast by those present, except where otherwise provided in this constitution.

11.4 At the AGM the accounts of the Association for the previous financial year as well as the report of the Trustees will be presented.

11.5 Any general meeting which is not an AGM is an EGM.

11.6 An EGM may be called at any time by the Trustees.

### 12. THE TRUSTEES

12.1. The Trustees shall consist of:

12.1.1. President - Appointed by the Regimental Lieutenant Colonel Welsh Guards

12.1.2. Not more than 2 Vice Presidents - Appointed by the President

12.1.3. Treasurer - The Assistant Regimental Adjutant Welsh Guards

12.1.4. Secretary General - Appointed by the Trustees

12.1.5. Regimental Adjutant Welsh Guards

12.2. The Trustees shall be responsible for the day to day administration of the Association and are the charity trustees within the meaning of the Charities Act.

12.3. A Trustee automatically ceases to be a Trustee if he or she:

12.3.1. is disqualified under the Charities Act from acting as a charity trustee

12.3.2. is incapable, either mentally or physically, of managing his or her own affairs

12.3.3. is absent without notice from 3 consecutive meetings of the Trustees

12.3.4. resigns by written notice to the Trustees (but only if at least two Trustees will remain in office).

12.4. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time and do not invalidate decisions taken at a meeting.

12.5. The Secretary General must keep a register of the names and addresses of Trustees and which must be made available to any member on request.

### **13. PROCEEDINGS OF TRUSTEES**

13.1. The Trustees must hold at least 2 meetings each year.

13.2. A quorum at a meeting of the Trustees is 3 trustees.

13.3. A meeting may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants.

13.4. The President or, if the President is unable or unwilling to, the next most senior ranking Trustee, shall preside at each meeting of the Trustees.

13.5. Every issue may be determined by a simple majority of the votes cast at a meeting of the Trustees but a resolution which is in writing and signed by all the Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

13.6. Except for the chairman of the meeting, who in the case of an equality of votes will have a casting vote, every Trustee has one vote on each issue.

### **14. TRUSTEE DECISION-MAKING**

The Trustees have the following powers in the administration of the Association:

14.1. To delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees).

14.2. To make standing orders consistent with this Constitution to govern proceedings at general meetings.

14.3. To make rules consistent with this Constitution to govern their proceedings and proceedings of committees.

14.4. To make regulations consistent with this Constitution to govern the administration of the Association including the operation of bank accounts and the commitment of funds.

14.5. To make regulations concerning the establishment and operation of Branches, including the enrolment of Members, setting subscription rates, the formation and closure of Branches, the constitution and responsibilities of Branch Committees and the functions of Branches of the Association.

14.6. To make regulations in relation to the Association Badge and the award of prizes and trophies.

14.7. To exercise any powers of the Association which are not reserved to a general meeting.

### **15. NOTICES**

15.1. Any notice required by this Constitution to be given to or by any person must be:

- 15.1.1. in writing; or
- 15.1.2. given using electronic communications.
- 15.2 The Association may give any notice to a Member either:
  - 15.2.1 personally; or
  - 15.2.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
  - 15.2.3 by leaving it at the address of the Member; or
  - 15.2.4 by giving it using electronic communications to the Member's address.
- 15.3 A Member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- 15.4 A Member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 15.5
  - a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **16 FINANCE**

- 16.1 The President and Committee of each Branch are responsible for their funds. Except for donations for a specific purpose, expenditure is entirely at their discretion but must be kept within the limits of income.
- 16.2 Each year a certified statement of Branch accounts signed by at least two members of the Committee will be forwarded to the Secretary General.
- 16.3 Branch Committees are responsible for bringing the accounts to the notice of their Members by the most appropriate method.

## **17 INTERPRETATION**

- 17.1 In this Constitution:

‘AGM’ means an annual general meeting of the Charity;

‘the Association’ means the charity comprised in this Constitution;

‘the Charities Act’ means the Charities Acts 2011;

‘clear day’ means 24 hours from midnight following the relevant event;

‘the Commission’ means the Charity Commission for England and Wales;

‘EGM’ means a general meeting of the Committee Members of the Association which is not an AGM;

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘indemnity insurance’ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘months’ means calendar months;

‘the Objects’ means the charitable objects of the Charity set out in clause 3;

‘Regiment’ means the Regiment of Welsh Guards

‘taxable trading’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message;

‘year’ means calendar year.

- 17.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.