The Royal British Legion Scotland SCIO
Registered Charity Number SC003323

THE CONSTITUTION

OF

THE ROYAL BRITISH LEGION SCOTLAND SCIO

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PREFACE

The Constitution of the Royal British Legion Scotland SCIO is the principle under which the SCIO is governed.

This Constitution is supplemented by the Branch Handbook which is referenced throughout.

This document supersedes all previous issues of the Constitution, which must be destroyed.

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1. PREAMBLE

1.1 THE ROYAL BRITISH LEGION SCOTLAND SCIO (RBLS) is the legal title registered with the Office of the Scottish Charity Regulator (OSCR) as a Scottish Charitable Incorporated Organisation (SCIO), Registration Number SC003323.

1.2 The RBLS was originally established in 1921 and was afforded the "Royal" prefix in 1971. It is the largest veterans and Armed Forces membership organisation in Scotland: it is a democratic, apolitical, non-racial, and non-sectarian organisation. (Legion Scotland was adopted as the Trading Name in 2014 and is commonly used).

1.3 The Trustees are elected by the membership and appointed to the National Board of Trustees (NBT), to govern and act in good faith in the interests of the Charity and are to comply with the legal duties imposed on them by the Charities and Trustees Investment Act 2005 and as empowered by this Constitution, as may be amended from time to time and include any subordinate legislation.

1.4 The management and administration of the RBLS is carried out by the Chief Executive Officer (CEO) and Head Office staff, as employees of the RBLS.

1.5 The RBLS structure is composed of local Branches, administered by Area Councils. Area Secretaries (employed by Area) manage the day-to-day administration in partnership with Head Office.

1.6 It is at Branch level where the aims and objectives of the Constitution are carried out. Branches are under the governance of the Branch Management Committee elected by its membership.

2. DEFINITIONS

Annual Conference	Means a conference held in terms of Clause 20.
Area Council	Means a body (which may or may not be a separately registered Scottish charity) affiliated with RBLS covering a certain geographical area and to which Branches within that geographical area are affiliated, all in terms of Clause 10.
Branch	Means a Branch of RBLS (which may or may not be a separately registered Scottish charity) to which Members shall belong, all in terms of Clause 11.
CEO	Means the Chief Executive Officer, responsible for the management of Head Office and Head Office staff and answerable to the NBT.
Charitable	Means charitable for the purposes of the 2005 Act and also the Taxes Acts.
Conference	Means a meeting of Representatives held in terms of Clause 20.
Constitution	Has the same meaning as in section 106 of the 2005 Act and means this document and any valid amendments to it.
Elected NBT Trustees/NBT Trustees/Trustees	Means those members of the NBT elected under Clause 8 of this Constitution, being the National Chair, National Vice Chair, National Treasurer and such other individuals as are elected to the NBT but excluding always those individuals co-opted to the NBT.
Headquarters Branch	The Royal British Legion Scotland Edinburgh Headquarters Branch in Edinburgh.
Members	Means those categories of individuals set out in Clause 14 in this Constitution.
Name	Means any trademarks (registered or unregistered) names, logos, copyright or other rights owned or licensed (whether under an express or implied licence) by or on behalf of RBLS or which are associated with RBLS.
NBT	Means the charity trustees of RBLS, who are known as the National Board of Trustees, and who are RBLS' charity trustees in terms of the 2005 Act.
OSCR	Means the Office of the Scottish Charity Regulator.
SCIO	Means Scottish Charitable Incorporated Organisation which RBLS adopted in 2016. RBLS is a SCIO and all members of RBLS are members of the SCIO, irrespective of the Branch status (i.e., whether they have joined SCIO or not).
Principles	Means the guiding principles of RBLS set out in Clause 3.
Purposes	Means the charitable purposes of RBLS set out in Clause 3.
Representatives	Means those nominated by a branch to attend and vote at a Conference as set out in Clause 20.2.
RBLS	Means "The Royal British Legion Scotland SCIO" being the name of the SCIO, registered Scottish charity (SC003323) governed by this Constitution.

Rules	Means Rules as set out in the Handbook in accordance with Clause 21.
Special Conference	Means a Conference other than the Annual Conference.
The Chair	Means the individual elected to the office of Chair in terms of Clause 8.3.
The Vice-Chair	Means the individual elected to the office of Vice-Chair in terms of Clause 8.3.
The 2005 Act	Means the Charities and Trustee Investment (Scotland) Act 2005, as amended from time to time.

3. CHARITABLE PURPOSES and PRINCIPLES

The purposes of RBLS are the advancement of education through Remembrance; the relief of those in need through Benevolence; and the promotion of community development through Comradeship; all as follows:

3.1 Remembrance - perpetuating the memory of all service and civilian personnel who have fallen in service of their Country and to commemorate those who fell, of all faiths, races, and creeds.

3.2 Benevolence – to reduce the financial need of veterans' including their dependents, on a needs led basis.

3.3 Comradeship – including wellbeing and welfare within the veteran and wider community, increasing morale, by holding social events to help prevent isolation.

3.4 In principle RBLS recognises all who have served the Crown and their dependents as one family regardless of service, unit, rank, length of service, nationality, gender, race, faith or social status.

4. CHARITABLE DECLARATIONS

4.1 It is declared that the assets of RBLS shall only be applied for charitable purposes specified and the Trustees shall act in accordance with the 2005 Act and do nothing to prevent RBLS qualifying as being a Charitable organisation.

4.2 Each of the Trustees shall, in exercising their duties and responsibilities in that capacity, shall act solely in the interests of RBLS.

5. LIMITATION ON PRIVATE BENEFITS

5.1 No part of the income and property of RBLS shall be paid or transferred, directly or indirectly, by way of benefit to its Members (except in a manner consistent with the Purposes). Trustees may receive remuneration, (in respect of acting in the capacity as a Trustee).

5.2 Recompense of reasonable and proper remuneration to any member or employee of RBLS is permitted in accordance with sections 67 and 68 of the 2005 Charities Act; including reimbursement to any Trustee of agreed out-of-pocket expenses.

6. RBLS NAME

6.1 Any individual or body seeking to use the RBLS Name or Trading Name for the purposes set out in Clauses 3 and 4, may do so subject always to having first obtained the written authority of the NBT via the Licence Agreement developed by the NBT. The NBT shall be entitled to impose such conditions as they think fit upon use of the Name and may withdraw authority for any individual or body misusing the terms of the Licence Agreement.

7. NATIONAL PRESIDENT & VICE PRESIDENT(S)

7.1 The NBT shall appoint a National President of RBLS. The person appointed shall, subject to this Clause, hold office for an initial term of three years and thereafter shall be eligible for re-appointment annually. The outgoing National President may recommend a successor to the NBT. The National President shall be entitled to attend any meeting of the NBT but shall not be granted a vote. Any National President appointed under this Clause may be removed by a resolution of the NBT if, in the reasonable opinion of the NBT, they shall have acted in such a way as would bring RBLS into disrepute and their removal from office is justified to preserve the reputation of RBLS.

7.2 The NBT have the authority to appoint (and remove) an Honorary Vice President(s) at their discretion.

8. NATIONAL BOARD OF TRUSTEES (NBT)

8.1 The affairs of RBLS shall be managed and controlled by the NBT, which shall be entitled to exercise all powers as stated in the Constitution that are not required to be exercised by RBLS in Conference, Annual or Special. This to include all questions of Policy and Administration.

8.2 The NBT shall consist of eligible members, and shall comprise the National Chair, National Vice Chair and National Treasurer together with any co-opted members appointed under Clause 8.6, each of whom will have one vote on NBT business.

8.3 The National Chair and National Vice Chair shall be elected from the membership. Nominations for these roles shall be submitted to the NBT by 26th of February (in the year in which vacancies will arise). The successful candidate(s), at Conference, will be appointed for a term of up to three years. Where possible nominees should be ex-service and of good standing in the organisation.

8.4 Each Area Council shall appoint one Member of the Area Council to serve on the NBT for an initial term of up to 3 years. Members of Area Council will be eligible for appointment if they are (a) current Members of RBLS; (b) in good standing with their Area and RBLS as a whole: and (c) insofar as possible have a good understanding of charity governance and of this Constitution.

8.5 Each of the elected NBT Trustees shall, in exercising their function as a Trustee, act in the interests of RBLS. As per the Branch Handbook, which includes reference to Conflicts of Interest.

8.6 The NBT shall have the power to co-opt additional trustees as circumstances require. Co-opted members can attend Trustee meetings.

8.7 The personal out-of-pocket expenses properly incurred by members of the NBT and Committees in pursuance of their duties shall be reimbursed out of the RBLS's general unrestricted funds.

8.8 The NBT has the power to intervene where an Officer or Officers on an Area Executive or Branch Management Committee has/have, in the sole opinion

of the majority of the NBT, failed to perform in accordance with their obligations under the RBLS Constitution and/or in accordance with Charity law as applicable to the duties of a charity trustee. Such intervention shall be by means of the complaints and disciplinary procedures set out in Clause 19 and the Branch Handbook. The NBT shall have power to intervene in relation to an NBT Trustee as set out in the disciplinary procedure and the Branch Handbook.

8.9 The NBT may appoint such Committees as are necessary to manage the affairs of RBLS and may delegate such of its powers and duties to these Committees. Committees shall be authorised to take decisions only within the scope of the RBLS plan authorised by the NBT; All proceedings of committees must be reported to the NBT. Committees shall always include at least one NBT Trustee.

8.10 Committees to which the NBT delegates any of its powers must follow procedures which are based (as far as they are applicable) on those provisions of this Constitution which govern the taking of decisions.

8.11 A Trustee can resign membership by writing to the National Chair who will notify the Area Executive which appointed the Trustee.

8.12 Trustees representing not less than one third of the NBT may request an additional meeting of the NBT giving at least seven days' notice to the CEO/National Chair in writing. Where such a notice is given, the CEO/National Chair will call the meeting in accordance with the notice and in the event of failure to do so, the Trustees making the request (or any of them) may call the meeting.

8.13 Neither the NBT nor RBLS shall be liable for debts incurred or obligations undertaken by any Area Council or Branch.

8.14 The Trustees shall keep a Register of Trustees and shall update the Register within 28 days of receiving notification of any change to the Register under the SCIO regulations created under the 2005 Act. All Trustees shall comply with the Act.

8.15 Meetings of the NBT may be held by means of conference telephone or any other suitable electronic means allowing all persons participating in the meeting to communicate with all the other participants. Participating by such means shall constitute presence in person at a meeting. Such meeting shall be deemed to have occurred either (i) at the place where most of the NBT Trustees participating are present or, if there is no such majority, (ii) at the place where the Chair of the meeting is present. Voting in person at a meeting held under this Clause may be conducted by electronic means, in such manner as the NBT may appoint, or otherwise in such manner as the NBT Trustees present at the meeting may agree. In the interests of good order, the decision of the Chair of the meeting shall be final and binding in relation to voting and any other procedural or protocol matters involving

the use of technology. The NBT may establish internal protocols or procedures from time to time to govern voting processes by virtual means.

8.16 Meetings of the NBT must be quorate, with two thirds of the elected Trustees in attendance.

8.17 Meetings of the NBT may be attended by elected Trustees, co-opted members, the CEO, legal representatives, minute taker and guest speakers. If an elected Trustee is unavailable to attend, their Area may seek permission from the NBT for an elected Area representative to attend in their place. The request to be made to the NBT via the CEO, as soon as possible prior to a scheduled NBT meeting. Nominated representatives may only attend a meeting if permission is granted by the majority of the NBT and they will not be entitled to have a vote at the meeting.

9. HEAD OFFICE

9.1 The NBT shall appoint a Chief Executive Officer (CEO) who is solely responsible to the NBT for the day-to-day management of RBLS. They are empowered, subject to the approval of the NBT, to employ such staff as is necessary to establish a head office staffing and department structure that fulfils the management requirements of RBLS.

9.2 The NBT shall be entitled to authorise one or more of the NBT's members or their representative to attend Area, Branch and Branch Club meetings at any time and, upon giving fourteen days' notice, to authorise any person or persons to examine all papers, books, vouchers, accounts, and documents relating to the financial position and governance of the Branch or Area.

10. AREAS

10.1 RBLS shall be divided into geographical areas ("Areas") and a body shall be formed in each Area known as the Area Council. Each Branch (with the exception of Riders and the Women's Section) shall be affiliated to the Area Council in whose Area it is situated. The NBT, following consultation with the Area Councils, shall determine the extent of each geographical area and may alter its determination from time to time to suit changing circumstances.

10.2 Area Councils shall adhere to the Constitution of the RBLS and shall also adhere to the Branch Handbook.

10.3 Area Councils will consist of as many members as will allow each Branch being represented to be represented on a scale equivalent to that provided for at a Conference. A Branch newly formed or reformed may appoint one member as its representative until the next Annual General Meeting of the Area Council.

10.4 In addition to the Area Annual General Meeting, which must be held before 8th of February each year, each Area Council shall meet at least two times

a year for the transaction of business, one item of which shall be a report by the Area Treasurer on the state of the Area funds. Meetings of Area Council may be held virtually, following the same principles as apply to meetings of NBT in Clause 8.15.

10.5 Each Area Council shall appoint an Executive known as the Area Executive Committee (AEC) who shall manage and control the Area in line with this Constitution.

10.6 All AEC members shall be elected at the Annual General Meeting of the Area Council and the Chair and Vice-Chair shall be elected for an initial term of up to three years. After a first term of up to 3 years they are eligible for re-election.

10.7 The AEC shall have the power to appoint a President and shall have the power to employ such staff as they may consider necessary and to pay them reasonable remuneration.

10.8 Area Council Officers shall be chosen from the Branch representatives.In the event of any vacancy arising amongst the Officers the Area Council shall have power to appoint a replacement to discharge the duties of the office so vacated until the next Annual General Meeting of the Area Council.

10.9 A copy of the minutes of all meetings of Area Councils shall be made available to the NBT and Head Office on request and must be retained for a period of seven years. Each Branch shall be sent a copy of the Area Council Minutes prior to the following meeting.

10.10 Neither the Area Councils nor the Area Executives shall be liable for any debts incurred or for any financial obligations undertaken by any Branches, Branch Clubs, the NBT or RBLS.

10.11 The AEC shall be entitled to authorise one or more of its members to visit Branches and Branch Clubs and attend Branch and Branch Club meetings at any time and, upon giving fourteen days' clear notice, inspect the papers, books, vouchers, accounts, and documents relating to the financial position and governance of the Branch.

10.12 An Area Council wishing to dissolve or amalgamate must initially consult with the other Area and gain approval from them and the NBT. Area Council may dissolve, amalgamate, or merge by a resolution (of which at least four weeks' notice to all members shall have been given) passed by a majority of its members entitled to vote and present at a meeting of the Area Council's members. Any decision is subject to any requirement to seek consent under the 2005 Act.

10.13 No Area Council, nor its Executive Committee or any other Committee or Officer thereof, shall have power, express or implied, to pledge the credit of RBLS or of any Officer of RBLS, or to incur any financial or other liability in the name or on behalf of RBLS, or of any Officer of RBLS, nor shall RBLS or any Officer of RBLS be liable for any act, omission, neglect or default by an Area Council or its Executive Committee or any other Committee or Officer

thereof.

10.14 An Area Council shall be entitled to hold property on behalf of and for the benefit of the Area Council, which shall constitute the Area funds and may consist of (but are not restricted to): - heritable property or all monies invested or deposited on behalf of that Area, and all books, trophies, and any other property.

10.15 When an Area Council is dissolved all books, trophies, and other property, heritable or movable (including standards), shall be disposed of at the discretion of the NBT and buildings which have been the property of or held on behalf of the Area Council shall, subject to the terms of any trust, be sold or utilised at the discretion of the NBT for the benefit of RBLS.

11. BRANCHES

11.1 Each Branch shall be affiliated to the Area Council in whose Area it is situated, except for the Rider's Branch and Women's Section.

11.2 Branches shall adhere to the Constitution of the RBLS and shall also adhere to the Branch Handbook in accordance with Clause 21.

11.3 In addition to the Annual General Meeting, which must be held before 21st of January each year, each Branch shall meet at least twice a year for the transaction of business, one item of which shall be a report by the Branch Finance Convener or Treasurer on the state of the Branch funds. Meetings of Branches may be held virtually, following the same principles as apply to meetings of NBT set out in Clause 8.15.

11.4 Each Branch shall maintain a current and accurate register of membership to be sent to Head Office annually. See Branch Handbook.

11.5 Each Branch shall appoint Management Committee in accordance with the Branch Handbook.

11.6 A Branch will be granted consent to borrow money or to grant a security over its property or any part thereof, provided it has satisfied the relevant Area Executive, ensuring the Branch has taken proper legal and professional advice regarding any proposed borrowing.

11.7 A Branch shall have power to engage such staff as its Management Committee may consider necessary.

11.8 Branches, Branch Clubs and members within the Area shall be managed and supported by the Area Council/Executive.

11.9 **Expulsion of a Branch**

The NBT shall have power to expel a Branch from RBLS if it: -

11.9.1 Refuses to conform to the Constitution or Handbook of RBLS; or

11.9.2 Refuses to obey the ruling of the Area Executive Committee concerned, when requested in writing to do so; or

11.9.3 Acts in any way whatsoever which is, in the opinion of the NBT, liable to bring RBLS into disrepute.

11.10 Where a Branch has been expelled from RBLS, all members of that Branch shall cease to be members of RBLS, unless and until they are permitted by the Area Executive Committee concerned to transfer their membership to another Branch.

11.11 A Branch wishing to dissolve, amalgamate, merge or dispose of heritable property must obtain the consent of the Area Executive who shall gain authorisation from the NBT through the CEO. A Branch may dissolve, amalgamate or merge by a resolution (of which at least four weeks' notice to all members shall have been given) passed by a majority of its members present, entitled to vote and voting at a meeting of Branch members. Any decision to dissolve, amalgamate or merge is subject to any requirement to seek consent under the 2005 Act.

11.12 When a Branch is expelled or dissolved, all standards, records, books, trophies and other property, heritable or moveable, shall be disposed of at the discretion of the Area Council and buildings which have been the property of or held on behalf of the Branch shall, subject to the terms of any trust, be sold or utilised at the discretion of the Area Executive Committee after three years in trust, for the benefit of RBLS, or may be sold or otherwise disposed of at the discretion of the Area Executive.

11.12.1 After the three-year period, standards can then be laid up or continue to be used for training as per the Ceremonial Handbook.

11.13 In exercising its discretion, the Area Council may invite another Branch to take over a Branch or to reform it as a Sub-Branch and should such other Branch agree so to do, the assets of the Sub-Branch shall be administered by the other Branch.

11.14 If, within three years after the dissolution or expulsion of a Branch, a new Branch is formed in the same locality as the Branch which has been dissolved or expelled, such remaining monies and property or such proportion thereof as the Area Council shall in its absolute discretion think fit, shall (subject to the provisions of any trusts affecting the same) be put at the disposal of such a new Branch, and otherwise shall become part of the Funds of the Area.

11.15 Sub-Branches shall not be independently registered charities but shall be entitled to have and use a name and Branch Standard separate from that of the Branch under which they are governed. Sub-Branches shall form part of the relevant Branch for all purposes, and all decisions as to Branch matters shall apply equally to the Sub-Branch except and to the extent that the Branch specifies otherwise. Members of a Sub-Branch shall be treated as Members of the Branch of which their Sub-Branch forms part and shall be entitled to vote as such.

11.16 Each Area may form a Super Branch if it is deemed necessary to amalgamate smaller Branches within that Area. Permission to form a Super Branch should be sought in advance from the NBT. A Super Branch will be administered on behalf of the Area by the Area Executive. All members of the Super Branch will be required to pay their annual membership fee by direct debit.

12. INTERNATIONAL BRANCHES

12.1 RBLS may establish International Branches, which shall be referred to as International Branches but shall be constituted as Sub-Branches of Headquarters Branch.

12.2 International Branches shall be permitted to establish Management Committees consisting of such officers as they see fit, and such Management Committees shall be entitled, subject to any oversight which Headquarters Branch may wish to exercise (which oversight shall only be exercised where it is reasonable and necessary to do so), to take decisions relating to any International Branch. Members of an International Branch shall be entitled to vote on matters concerning their International Branch but shall not be entitled to vote on any matters relating solely to Headquarters Branch and not affecting their International Branch, or on such other matters as the Chair may direct are exclusively Headquarters Branch matters.

12.3 International Branches shall:-

12.3.1 adhere to the Constitution of the RBLS and shall also adhere to the Branch Handbook in accordance with Clause 21;

12.3.2 in any dealings with RBLS, submit always to the exclusive jurisdiction of the Scottish courts; and

12.3.3 be governed in accordance with such constitutional requirements as may be prescribed by Headquarters Branch.

12.4 For the purpose of Clause 20.2, International Branches shall be entitled to be represented at any Conference as if each International Branch was constituted as a separate Branch.

12.5 Headquarters Branch shall be empowered to dissolve any International Branch where there are good and proper reasons for so doing.

13. BRANCH CLUBS

13.1 A Branch Club shall be constituted separately from the Branch. Subject to the approval of its Area Executive Committee, a Branch shall have power to form a Branch Club (premises registered in accordance with the Licensing (Scotland) Act in force at the time) to be run as a separate organisation and for which neither RBLS nor the NBT nor any Area Council shall have any liability. A Branch Club shall incorporate the title of Royal British Legion Scotland and/or any other trading name in use at the time. The Name can only be used by a Branch Club with the express written authority of the NBT.

13.2 All Members of a Branch are entitled to become Members of the Branch Club, subject to paying a separate subscription to the Branch Club. All Members of the Branch Club **must** be members of the Branch. Branch Clubs may also assume as Branch Club Members such members of other Branches, which do not have a Branch Club. Members so assumed shall pay the same amount of subscription as applies to the Members of the Branch which has its own Branch Club. All RBLS Members should be welcomed in any Branch Club as a guest.

13.3 A Branch Club shall be administered by a Committee elected by the Branch Club Members. The members of the Branch Club Committee may also be members of the Branch Management Committee, and the Chair of a Branch may also be Chair of its Branch Club. All Branch Club Members shall be eligible to hold office on a Branch Club Committee, other than Members of other Branches who are assumed as Branch Club Members under Clause 13.2 but whose Branches do not have their own Branch Club, or Branch Club Members who are only affiliate Members of the Branch to which the Branch Club is affiliated.

13.3.1 Branch and Branch Club business and meetings must be recorded and held independently. Branch and Branch Club meetings may be held consecutively with a break in between.

13.4 **Expulsion as Branch Club Member**

13.4.1 Expulsion of an individual as a member of a Branch Club does not result in automatic expulsion as a member of the Branch to which the Branch Club is affiliated.

13.4.2 If an individual is expelled as a member of a Branch Club, the Branch Club Committee will within 7 days of the expulsion advise the Branch Management Committee of:

13.4.2.1 The name and address of the individual; and

13.4.2.2 The reason why the individual has been expelled and include a copy of the report by the Branch Club Committee.

13.4.2.3 Branch Club Officials should refer to the Branch Handbook and Club Rules.

13.5 **Visits**

The NBT or an Area Executive Committee may authorise one or more of its members to visit any Branch Club at any time or to attend any meeting of a Branch Club.

13.6 **Compliance with Legion instructions**

Failure by a Branch Club to observe any instructions of the NBT or any instructions of the Area Executive Committee concerned shall be deemed as being a failure on the part of that Branch.

14. MEMBERSHIP

14.1 RBLS is a single category membership organisation, open to all who support RBLS aims and objectives. Members will be admitted on approval by the relevant Branch or by Head Office as appropriate on payment of the relevant membership fee, and in accordance with any other procedures set down in relation to membership. The historic categories of Life and Honorary membership still exist and are explained below. Affiliate membership is also expanded in Clause 14.1.2.

Life Members

14.1.1 Life Members of RBLS shall be those Members who have been awarded a National Certificate for Meritorious Service. The NBT shall draw up Rules for the awarding of National Certificates for Meritorious Service and shall make these known to Area Councils and Branches.

Affiliate Members

14.1.2 Affiliate Members of RBLS shall be those members who wish to be affiliated to other Branches of RBLS in addition to the primary Branch through which they have become a Member of RBLS. They shall pay the annual subscription applicable to the affiliate Branch but shall not pay the annual capitation fee to any Branch other than their primary Branch. Branches with Affiliate Members shall issue local receipts for the Branch element of the subscription and ensure that such members are not included in the annual return of membership numbers. Affiliate Members are entitled to vote in each Branch of which they are either a primary or an Affiliate Member.

Honorary Memberships

14.1.3 Those members who received Honorary memberships historically may retain them. All members afforded the Honorary category have their membership paid by the Branch. Honorary memberships are no longer issued as a category of membership.

14.2 **Register of Members**

The NBT Trustees must keep a Register of Members and must update the Register within 28 days of receiving notification of any change.

14.2.1 The Register of Members must at all times contain for each current Member:

- their name
- their address
- the date they were appointed as a Member and,
- in the case of a Membership relating to an Association, body, group etc.,
    - any other name by which they are known
    - the name of the individual who is their principal contact
    - any charity number assigned to them; and
    - any company number assigned to them.

14.2.2 The Register of Members must, for six years from the date that Membership terminates, contain for each former Member:

- their name and
- the date on which they ceased to be a Member

14.2.3 A copy of the Register of Members must be provided within 28 days to any Member or NBT Trustee who reasonably requests a copy. Where a Member who is not also an NBT Trustee of the SCIO requests a copy of the Register of Members, the address of any Members may be removed from the copy that is provided.

14.2.4 No other person has any right to view or receive a copy of the Register of Members except as conferred by statute or ordered by a court of competent jurisdiction.

14.2.5 The NBT Trustees must, on request by any Member, send an up- to-date copy of the Constitution to that Member together with a copy of any resolution or agreement affecting the SCIO's Constitution which is for the time being in force.

14.2.6 Members of the public shall be entitled to request and receive a copy of the Constitution of the SCIO where it is reasonably requested in accordance with section 23 of the 2005 Act.

15. TRANSFER OF MEMBERSHIP

15.1 Membership of the SCIO shall not be transferable and will cease:

- on the Member's death, or, if the Member is not an individual, upon the Member ceasing to exist on dissolution, receivership, liquidation or on the appointment of an administrator (save for

the purposes of reconstruction or reorganisation), or if the member resigns.

- if the Member is removed from Membership on conclusion of a disciplinary (Clause 19).

Any member moving from a town or district to another and wishing to transfer membership from one Branch to another shall put the request to the Secretary of the original Branch. Subject to acceptance by the receiving Branch, the transfer will be processed by the Secretary of the original Branch, without any additional payment by the Member for the current year.

16. SECTIONS

16.1 Women's Section

There is a Women's Section of the Royal British Legion Scotland, which is bound by the RBLS constitution and subject to all other conditions approved by the NBT.

16.2 Youth Section

There is a Youth Section of the Royal British Legion Scotland for young people aged between 12 and 17 years of age. Members of the Youth Section shall be known as Junior Members.

17. MEMBERSHIP FEES

17.1 Membership Fee - Members will pay an annual capitation fee, any changes to the annual fee are put to the membership in a motion as per Clause 20.11. The only exception to this requirement is Life Members who are exempt or Honorary Members who have their membership paid by the Branch.

17.2 Branch Fee – Members may be asked to pay an additional Branch fee to cover administration or Branch costs, as set by the Branch Management Committee at the AGM. The only exception to this requirement is Life Members who are exempt.

17.3 Branch Club Fee – Branch Clubs will set their own fees in addition to the above, as set by the Club Committee.

17.4 All subscriptions are due on the 1st of November each year and are paid in advance for the ensuing year. No special allowance is made for applicants joining during the year.

17.5 **Payment of Membership Fees**

The Membership Fee shall be paid to RBLS not later than 28 days after the Branch has received the invoice for fees due. One third of every fee received by RBLS during each quarter shall, within one month after expiry of the Quarter, be paid to the Area Council concerned. Such funds shall be allocated to the general expenses of the Area. All unused Capitation Fee Receipts must be returned to RBLS by 31 July each year.

17.5.1 After this date no credit will be given.

17.6 **Receipts**

All fees shall be acknowledged by means of a receipt signed by the Branch/Branch Club Treasurer, with the exception of Direct Debit.

18. REMUNERATION FOR SERVICES (INCLUDING ANY BENEFIT IN KIND)

18.1 Area Councils, Branches and Branch Clubs may propose remuneration for holders of office on, respectively, the Area Executive Committee or the Branch Management Committee. Such proposal must be made annually at the Area Council or Branch Annual General Meeting (as applicable) and remuneration may only be paid if it has been so authorised. Approval is subject to an annual re-confirmation process and may be amended. The amount of remuneration is not to exceed £1,000 per annum, pro rata, per post; Members who hold more than one post may be awarded £1000 per post for up to a maximum of two posts. Remuneration under this Clause does not include out of pocket expenses which should be claimed separately.

18.2 Members of Area/Branches/Branch Clubs may propose remuneration in excess of £1,000 per annum, subject to approval by the Area Executive Committee.

18.3 In all circumstances when remuneration is paid at any level, there must be a written agreement between the Area Council or Branch/Branch Club Committee in question and the office holder who is to receive remuneration, and such written agreement must show the following:

18.3.1 the maximum amount of the payment (which is to be paid monthly/annually in arrears).

18.3.2 that the Area Council or Branch/Branch Club Committee considers the maximum amount of the payment is reasonable in the circumstances.

18.3.3 that the Area Executive Committee or Branch/Branch Club Committee considers that it is in the interests of the Area Executive or Branch/Branch Club for the services to be provided by the office holder for that maximum amount.

18.3.4 that it is the responsibility of the post holder to inform HMRC of remuneration payments.

A clear minute must be made of the amount approved at Area Executive Committee or Branch/Branch Club Annual General Meeting. The number of office holders who receive remuneration in terms of this Clause must not breach section 67(3)(c) of the 2005 Act.

19. COMPLAINTS AND DISCIPLINARY

19.1 All members and Committees of RBLS are subject to the complaints and disciplinary procedures outlined in the Branch and Branch Club Handbooks. The provisions of this Clause shall take precedence over any by-laws or other governance procedures of Branches, Branch Clubs, or Area Councils. All Disciplinary and complaint procedures and outcomes are detailed in the Branch and Branch Club Handbooks, all investigating committees should refer to these.

19.1.1 **Complaints and Investigation – Non-Trustees**

All complaints against Members of Branches, Branches, Branch Clubs, Area Council, and Head Office employees other than the CEO are to be referred to and investigated as follows:

Complaints and disciplinary procedures against:

19.1.1.1 Members are dealt with by the Branch Management Committee. Branch Club Members are dealt with by the Branch Club Committee.

19.1.1.2 Area Council members are dealt with by Area Executive Committee.

19.1.1.3 Head Office employees (other than the CEO) are dealt with by the CEO in accordance with the RBLS employee handbook and in line with employment law. In the case of employees, outcomes shall be those available under employment law.

19.1.2 **Complaints and Investigation – Trustees or Committees**

Complaints and disciplinary procedures against:

19.1.2.1 Branch Management Committee officers, Branch Club Committee officers and Area Councils will be investigated by the relevant Area Executive Committee.

19.1.2.2 Area Executive officers will be investigated by the NBT or other persons appointed by the NBT.

19.1.2.3 CEO will be investigated by a Committee established by the NBT under the Rules, and the CEO shall be dealt with in accordance with employment law.

19.1.2.4 NBT members will be investigated by a Committee established by the NBT under the Rules, in accordance with the RBLS Handbook.

20. CONFERENCES

20.1 Each Area Council shall be asked to provide two Representatives at any Conference of RBLS for administration and management purposes.

20.2 Branches may be represented at any Conference on the basis of one Representative for every 50 Members or part thereof - for example a Branch with 135 Members will be entitled to have 3 Representatives at any Conference.

20.2.1.1 The quorum necessary for the transaction of any business at a Conference shall be 50 members who, being entitled to attend, have intimated their intention to attend conference to Head Office. No business other than the appointment of the Chair is to be transacted at a Conference if members attending it do not constitution a quorum.

20.3 A Representative attending any Conference to represent an Area Council or Branch must be a Member of (as appropriate) a Branch or of a Branch affiliated to the relevant Area Council which he or she represents.

20.4 For the purpose of any Conference, Branch membership shall be deemed to be the total number of Members of the Branch as determined at 31 October of the immediately preceding year.

20.5 Branch Representatives are entitled to speak at a Conference.

20.6 NBT Trustees may attend and speak at Conferences in their capacity as NBT Trustees.

20.7 The Chair of a Conference may invite other persons to address conference.

20.8 The Chair of the Conference may suspend a Conference.

20.9 When suspending a Conference, the Chair of the Conference must:

20.9.1 either specify the time and place to which it is suspended or state that it is to continue at a time and place to be fixed by the NBT; and

20.9.2 have regard to any directions as to the time and place of any suspension which have been given by the Conference.

20.10 The Annual Conference, called by giving not less than eight and not more than twelve weeks' notice, shall be held each year on a date or dates which shall be set by the NBT. The business to be transacted at an Annual Conference shall be:

20.10.1 The declaration of the results of the election of the National Chair, National Vice-Chair and National Treasurer. Each shall serve for a term of three years.

20.10.2 The noting of the National President appointed under Clause 7.

20.10.3 The consideration of the Reports and Accounts for the

previous year.

20.10.4 The appointment of the auditors or independent examiners (as appropriate) of RBLS.

20.10.5 Notification of the NBT Trustees elected by the Area Councils; and

20.10.6 The declaration of the vote on any motions proposed upon notice by Area Councils and Branches.

20.11 Subject to Clause 20.10 the notice calling a Conference shall state the terms of the motion or motions which will be considered in advance.

20.11.1 Proposed motions to be included in the notice shall be submitted to the NBT in writing:

20.11.1.1 by 26 February each year in the case of an Annual Conference; or

20.11.1.2 accompanying a demand in terms of Clause 20.14 in the case of a Conference which is not an Annual Conference.

20.11.2 Any amendment which is proposed shall be submitted to the NBT in writing not less than four weeks prior to the date fixed for the Conference.

20.11.3 All amendments so submitted shall be circulated to Area Councils and Branches not less than three weeks prior to the date of the Conference.

20.12 Subject to Clause 20.13 and Clause 24, all decisions announced at Conference shall be made by the votes of the Members entitled to vote and voting. RBLS allows a one member one vote system delivered electronically. For members to participate in the annual vote they must provide an email address for communication purposes. Proxies are inadmissible. Constitutional motions shall be passed by a 2/3 majority of those Members entitled to vote and voting, non-Constitutional motions (including election of National Chair and National Vice Chair) shall be passed by a simple majority of those Members entitled to vote and voting. Abstentions shall not count in determining the result of a vote.

20.13 Subject to the prohibition on proxies, the NBT may make whatever arrangements it considers appropriate to enable Members to vote or express opinions on Conference business.

20.14 A Conference, other than the Annual Conference, shall be called a Special Conference.

20.15 Two or more Areas may demand that a Special Conference be convened by giving notice in writing to the NBT of the business which they intend to be discussed. In such circumstances within three weeks of the receipt of such demand, the NBT shall serve notice on Area Councils and Branches giving not less than eight and not more than twelve weeks' notice calling

a Special Conference.

20.16 Conferences may be held virtually, following the same principles as apply to meetings of NBT set out in Clause 8.15. The NBT may from time to time create, amend and revoke such additional standing orders as may be necessary or desirable to promote the smooth operation of virtual conferences.

21. HANDBOOK

21.1 There is a Branch handbook of RBLS which contains Rules for the management, conduct and regulation of the affairs of its Members, the NBT, RBLS or any Area Council, Branch or Branch Club thereof. The NBT may at any time by a resolution passed by at least a simple majority of the NBT Trustees present and voting at a meeting of the NBT amend the Branch Handbook. The Branch Handbook as amended from time to time shall automatically apply to all Members, the NBT, RBLS and any Area Council, Branch or Branch Club thereof. A copy of the Branch Handbook as amended from time to time will be available upon request from Head Office and on the Legion website.

22. STANDING ORDERS

22.1 The NBT may, issue and amend standing orders appropriate for the proper conduct of the business of RBLS.

23. ACCOUNTS

23.1 All RBLS Accounts are to be prepared annually to the financial year-end which is shown in the OSCR.

23.2 The Fully Accrued Accounts of RBLS shall be audited or independently examined, in accordance with the requirements of the 2005 Act and regulation 10 or 11 of the Charities Accounts (Scotland) Regulations 2006 (as amended) as appropriate (refer to Handbook for further information). Conference shall be entitled to appoint the Auditor or Independent Examiner in accordance with Clause 20.10.4, and in the absence of any such appointment, the NBT shall be entitled to make the appointment.

23.3 The accounts prepared annually by Area Councils and Branches shall be Receipts and Payments Accounts, unless the threshold laid down in Regulation 9 of the Charities Accounts (Scotland) Regulations 2006 (as amended) is breached, or unless the Area Council or Branch in question elects to prepare Fully Accrued Accounts. The Receipts and Payment Accounts prepared by Area Councils and Branches shall be subject to examination by:

23.3.1 Full or associate member of Association of Independent Examiners,

23.3.2 Accountant/bookkeeper currently employed or retired, or

23.3.3 Other people familiar with financial matters, provided always that the examiner in question is one who is

reasonably believed to have the requisite ability and practical experience to carry out a competent examination of the accounts. The Independent Examiner shall be appointed at the relevant Area Council or Branch Annual General Meeting, and in the absence of any such appointment, the Area Executive or Branch Management Committee (as applicable) shall be entitled to make the appointment.

23.4 A copy of the accounts prepared by the Area Councils and Branches, (not in the SCIO) together with the Independent Examiner's Report, shall be forwarded to Head Office as soon as possible following the relevant Area Council's or Branch's Annual General Meeting, but in any event no later than 1st March annually.

23.5 A copy of the accounts prepared by the Area Councils and Branches, who have joined the SCIO, together with the Independent Examiner's Report, shall be forwarded to Head Office by the 7th of November annually.

23.6 The Independent Examiner's Report, which specifies that the report is an examination carried out under Section 44(1)(c) of the 2005 Act, can be completed on request by the Head Office.

23.7 If required, a suitable representative of the NBT or Head Office may visit a Branch, Branch Club or Area to provide guidance on current accounting regulations.

24. AMENDMENTS TO THE CONSTITUTION

24.1 The Constitution may only be amended at an Annual Conference or extraordinary.

24.2 No amendment to the Constitution may be made if the effect would be to breach the terms of Clause 4.

24.3 The date on which a motion under this clause 24 is passed is the date of the Special or Annual Conference at which it is passed.

25. DISSOLUTION OR WINDING UP

25.1 If the NBT determines that it is necessary or appropriate that RBLS dissolve, amalgamate with another SCIO or transfer its undertaking to another SCIO, the NBT shall convene a Special Conference with not less than eight weeks' notice of the meeting (stating the terms of the proposed resolution) being given.

25.2 If a proposal by the NBT that RBLS dissolve, amalgamate with another SCIO or transfer its undertaking to another SCIO, is confirmed by a two-thirds majority of those entitled to vote and voting at the Special Conference, the NBT shall have power to dispose of any assets held by or on behalf of RBLS. Any assets remaining after satisfaction of the debts and liabilities of RBLS shall be transferred to some other charitable institution(s), trust(s), fund(s) or other recipient(s) to be applied for charitable purposes and in a manner consistent with the purposes of RBLS; the identity of the body or bodies to which such assets are transferred shall be determined by the members of RBLS at, or prior to, the time of dissolution, amalgamation or transfer of undertaking to another SCIO by way of a decision taken at a Special Conference confirmed by a two-thirds majority of those entitled to vote and voting.

25.3 Any decision to dissolve, amalgamate or merge is subject to any requirement to seek Consent under the 2005 Act and shall be carried out in accordance with the provisions of the 2005 Act and the Scottish Charitable Incorporated Organisations (Removal from Register and Dissolution) Regulations 2011.

26. GOVERNING LAW

26.1 RBLS is constituted under the law of Scotland and any dispute or claim arising out of or in connection with its constitution shall be governed by and construed in accordance with Scots Law.