

**THE REGIMENTAL ASSOCIATION OF THE RIFLES AND THE ROYAL  
GLOUCESTERSHIRE, BERKSHIRE AND WILTSHIRE REGIMENT  
(Registered Charity Number 1038526)**

**CONSTITUTION (2017)**

**STATUS**

This Constitution regulates the independent Charity with a unique all ranks membership which is registered by The Charity Commissioners for England and Wales as Number 1038526. The name of the charity shall be The Regimental Association of The Rifles and The Royal Gloucestershire, Berkshire and Wiltshire Regiment ("the Association") or, with the prior approval of the Charity Commissioners, such other name as the Trustees from time to time by resolution may recommend to the Membership for approval.

**OBJECTS**

1. The Objects ("the Objects") of the Association are to promote the efficiency of the Army by:

a. Maintaining contact between past and present members of The Rifles ("the Regiment") and The Royal Gloucestershire, Berkshire and Wiltshire Regiment, The Gloucestershire Regiment, The Duke of Edinburgh's Royal Regiment (Berkshire and Wiltshire), The Royal Berkshire Regiment and The Wiltshire Regiment, (together "the Former Regiments"), fostering mutual friendship and providing social gatherings for them.

b. Fostering esprit de corps, comradeship and welfare of the Regiment and preserving its traditions and those of the Former Regiments.

[Note: "the Former Regiments" includes the period when the RGBW was re-titled The Royal Gloucestershire, Berkshire and Wiltshire Light Infantry.]

2. In furtherance of the Objects, but not further or otherwise, the Association shall have the following powers, which are to be exercised in accordance with the governance practices stated in this Constitution:

a. To take all necessary action to publicise and disseminate information concerning the histories, deeds and traditions of The Regiment and The Former Regiments and for the encouragement of recruiting.

b. To promote, encourage and support the conservation, restoration, repair, reconstruction and preservation of property connected with the Regiment, and the

Former Regiments, including chattels, buildings, memorials and museums and their contents.

c. To receive and accept any gifts of property whether or not subject to any special trusts, provided that the Association shall not assume responsibility for property which will incur other than a minor cost from Association funds without approval from the Membership at an AGM.

d. To receive and accept contributions by way of subscriptions, donations and otherwise to raise funds for the Objects, provided that the Association shall not undertake any permanent trading activities in raising funds.

e. To accumulate funds of the Association for such period as may from time to time be authorised by law.

f. To do all such other lawful things as shall further the Objects.

## GOVERNANCE

3. The Association shall be governed by a Board of Trustees comprised of the Trustees for the time being of The Rifles and The Royal Gloucestershire, Berkshire and Wiltshire Regimental Trust (Registered Charity No 1054647) ("the Regimental Trust") when the Scheme and name of that Charity is formally approved by the Charity Commission, and until then the Trustees of the group of charities known as The Royal Gloucestershire, Berkshire and Wiltshire Regiment Regimental Charities. When acting as the Association Trustees they are to be bound by the following clauses if they differ from or are additional to those of the Charity Commission Scheme(s) which governs them as members of those other Charities:

a. To ensure the good governance and sustainability of the Association, this Constitution, which is its governing document, will contain provisions which meet both the legal requirements currently in force, and the provisions considered 'governance best practice' and made publicly available by the Charity Commission and the Financial Reporting Council. It shall be the duty of the Chairman of the Association's Board of Trustees to compare this Constitution and its provisions to governance best practice annually, and propose such changes as may be necessary to meet the current best practice. It is the duty of that Chairman to ensure that all members of the Board of Trustees are familiar with their legal duties, responsibilities and liabilities, and the currently recommended governance best practice, specifically as applicable to their role as Trustees of the Association. A report on governance will be an agenda item at the Association's Annual General Meeting.

b. The Chairman of the Association's Board of Trustees shall ensure that mechanisms are in place to ensure transparency of Board decision-making, the

avoidance of conflict of interest in decision-making (real or perceived) as defined by the Charities Commission, and consultation with members. The process for consultation prior to decision-making, the process for decision-making process itself and mechanisms to ensure the avoidance of conflict of interest will be published by the Board annually (and made available via an Association website), and in the first instance within three months of adoption of a new or amended Constitution.

c. The composition of the Board will ensure that adequate skill sets are represented on the Board effectively to manage the range of subjects discussed, and decisions made by the Board. The Board will recognise the need to refresh its composition and new volunteer members will be sought with the intention that a Trustee should serve no more than 6 years, unless they are an Ex-officio Trustee re-appointed as a holder of an Association Office in accordance with this Constitution. A timetable of Board member changes will be maintained by the Chairman of the Association's Board of Trustees. All members of that Board must be fully independent and not have service, employment or business relationships, which may compromise, or be perceived to compromise, their ability to make independent decisions on behalf of the Association and to ensure its good governance. There shall be no rank or status on the Board other than 'Trustee'.

d. The Chairman of the Association's Board of Trustees will monitor the ability of that Board to deal with the range of subjects to be discussed and decisions to be made, and enlist temporary support from individuals who have the requisite expertise which is not available among the Trustees, including from within the Association Membership, and pro bono wherever possible.

e. The President of the Association, the Chairman of the Association (if one is appointed) and all the County Chairmen ("the Office Holders") will be Ex-officio Trustees of the Association's Board of Trustees. In a meeting of a Board of Trustees covering one or more Trusts other than the Association, the President of the Association is to take the Chair for an agenda item which deals with a matter solely connected with the Association, or which involves substantial expenditure of Association funds. At such a meeting the required quorum is to include all the County Chairmen to ensure representation of each of the 3 Association 'administrative counties'.

f. Financial Control.

(i) The funds of the Association and the supporting accounts shall be kept separate from those of any other funds managed by the Board of Trustees.

(ii) The Chairman of the Association's Board of Trustees shall ensure that the Association defines its annual business planning and budgeting process, and the process for consultation with, and financial reporting to, Members.

(iii) With the exception of reunions, parades and similar events and social occasions, the acquisition, repair or restoration of chattels and memorials, and essential repairs to buildings, no funds will be invested into any activity without a sound business plan designed to ensure the sustainability of the object of that investment.

(iv) The limits for discretionary spending by the Board of Trustees in each financial year, on activities not included in the approved business plan, and without requiring Members' approval, are £10,000 in relation to the operating or running costs of any activity or building, or £20,000 for any other single activity or purpose, or sequence of inter-related activities in pursuit of a single purpose.

(v) The business planning and budgeting process will be published annually (and made available via an Association website), and in the first instance will be published within six months of the adoption of this new Constitution.

(vi) The Association Treasurer will keep an account of all income and expenditure from the Association's funds. The account will be audited or inspected annually in accordance with Charity Commission guidance, and submitted to the Association Trustees for approval and then submitted to the Charity Commission in accordance with its guidance. A copy of the audited/inspected accounts will be forwarded to the Membership with the agenda for the Annual General Meeting, when it will be submitted for the members' approval. A copy will be included in the Annual Newsletter.

## **MEMBERSHIP**

4. There shall be four categories of membership for the Association:

- a. Full Membership.
- b. Associate Membership.
- c. Honorary Membership.
- d. Ex-officio Membership

5. Eligibility:

a. Full Membership

(i) Full Membership is available to those Officers, Warrant Officers, Non-Commissioned Officers and soldiers who are serving or who have at any time

Proposed amendments to the draft New Constitution voted to be revised at the 08Oct16 AGM

served in the Regiment or the Former Regiments (whether as Regulars, Reserves, Territorials or National Servicemen) and Officers and Adult Instructors of the Army Cadet Force units affiliated to The Regiment.

(ii) All full and honorary members of The Rifles and The Rifles Association may become Full Members of the Association after registering their details with the Association Secretary.

b. Associate Membership is available to those who are serving or who have served in other Arms and Service units attached to the Regiment or the Former Regiments, and is conferred by Branches under Clause 24.

c. Ex-officio Associate Membership is automatically conferred on any Association, County or Branch Secretary or Treasurer who, on appointment, is not a Full Member.

6. Applications for Full and Associate Membership should be made to one of the Association's Branches.

7. Honorary Membership may be conferred by the County Committees.

8. Associate and Honorary Members shall have no vote at Meetings.

9. Life Membership of the Association is available to Full and Honorary categories of Membership only.

10. Withdrawal of Membership. A County Committee may by unanimous vote and for good reason terminate the membership of any Member, provided that the individual concerned shall have the right to be heard by the County Committee, accompanied by a friend, before a final decision is made.

11. Register. A Register of all Members will be maintained by the Association Secretary.

## **OFFICERS OF THE ASSOCIATION**

12. Patron. The Patron(s) will be chosen by the Trustees, subject to the approval of the County Committees.

13. President of the Association. The President of the Association will be chosen by the Trustees, subject to the approval of the County Committees. He may serve for a term of up to five years, and may be reappointed. When due to handover he will invite a suitable person to replace him after consultation with the Association Trustees and the County Chairmen. The appointment is to be approved at an AGM before it becomes effective.

14. Vice-President and Honorary Vice-Presidents. The Trustees may appoint a Vice-President and Honorary Vice-Presidents. They may serve for a term of up to five years, and

Proposed amendments to the draft New Constitution voted to be revised at the 08Oct16 AGM

may be re-appointed. They will hold no executive powers and not be subject to a term of office.

15. Chairman of the Association. The Trustees may (but shall not be obliged to) appoint a Chairman of the Association who shall serve for a term of up to five years and may be re-appointed.

16. County Chairmen. County Chairmen for the administrative counties of:

- a. Gloucestershire and the City and County of Bristol;
- b. The Royal County of Berkshire; and
- c. Wiltshire

(in each case including their unitary authorities) are to be nominated by the County Committees, and their appointments approved by the Trustees. They may serve for terms of up to five years, and may be reappointed. They will be answerable to the Chairman of the Association, or (should there be no Chairman for the time being) to the President, and each shall also be an Ex-officio Trustee of the Association (whether or not they are an Ex-officio Trustee of the Regimental Trust).

17. The Association Secretary and Association Treasurer shall be appointed by the Trustees in conjunction with the County Chairmen for a term of up to five years, and they may be re-appointed. The appointments may be combined. If not already Full or Associate Members of the Association they shall be automatically become Ex-officio Associate Members.

18. Chaplains. A Chaplain to the Association will be chosen by the Trustees, subject to the approval of the County Committees. He or she may serve for a term of up to five years, and may be reappointed. County Committees may appoint a County Chaplain on similar terms.

## **MANAGEMENT OF THE ASSOCIATION**

19. County Chairmen and County Committees.

- a. The County Chairmen are responsible for the management, finances and running of the County Committees, the Branches in their respective counties, and any Branches affiliated to their county under Clause 23 below ("Affiliated Branches", which are included in the general expression "Branches").
- b. The County Committees shall consist of the County Chairman, the Chairmen of all the Branches within the county and of their Affiliated Branches (or the authorised representative of any Chairman who is unable to be present at a particular meeting), a Secretary and a Treasurer (both approved by the County Chairman), and two members

of each Branch (who shall be elected at an Annual General Meeting to serve for terms of up to four years, and may be re-appointed).

c. County Committees are to meet at least twice a year and more often if directed by the County Chairman. The quorum for all such meetings shall be one third of the total number of Members of the County Committee.

d. The draft Minutes of all County Committee meetings shall be sent to the Association Secretary immediately after the meeting in question, and a copy of those minutes as approved immediately after the next meeting. The Association Secretary is to attend all County Committee meetings.

f. The County Committees are to:

(i) Plan, manage and run Association events within their county with grants provided by the Trustees and facilitated by the Association Secretary and the County Offices of The Rifles, for the benefit of the Branches in the county, their Affiliated Branches, and the Association as a whole.

(ii) As necessary, issue instructions to their Branches and Affiliated Branches consistent with this constitution, as shall in their opinion be for the good and efficient running of the Association.

## **BRANCHES OF THE ASSOCIATION**

20. The title of all Branches shall be "The Regimental Association of The Rifles and The Royal Gloucestershire, Berkshire and Wiltshire Regiment, (name of county, city, town or area) Branch". This title, together with the Association logo and Bugle of the Rifles, is to be used on all Branch stationery and appropriate publications. Badges of The Former Regiments approved by the Association Secretary may also be used in publications or worn where appropriate.

21. A Register of Branches, Affiliated Branches, their Chairmen, Secretaries and Committee members will be maintained by the Association Secretary.

22. Unless otherwise agreed by an Annual or Extraordinary General Meeting of the Association, there shall only be one Branch of the Association in each city or town.

23. The County Chairmen shall agree from time to time to which of the three counties the Affiliated Branches shall be affiliated (for all purposes), and those Branches shall be treated for all purposes of this Constitution as if they were within the three counties.

24. No rule shall be made by Branches or Affiliated Branches that conflicts with those of the Association.

25. Associate members of Branches and Affiliated Branches may be appointed by the Branch Annual General Meeting.

26. Organisation:

- a. Each Branch shall be administered by a Committee consisting of a Branch Chairman appointed by the County Chairman, at least 2 members of the Branch and a Secretary and a Treasurer, all approved by the County Chairman and elected at a Branch Annual General Meeting. All members of the Branch Committee may serve for a term of up to four years, and may be reappointed.
- b. Each Branch and Affiliated Branch shall hold an Annual General Meeting in each calendar year and Committee meetings as required. A quorum for Branch meetings shall be decided by Branches.
- c. The Branch officials shall be honorary and not be remunerated from Association funds.
- d. Each Branch may appoint a Branch President in consultation with the County Chairman. He or she shall be elected at the Branch Annual General Meeting and shall retire annually, but shall be eligible for reappointment.
- e. A Register of Branch members is to be maintained by each Branch.
- f. New Branches and dissolution of old Branches. The formation of new Branches and Affiliated Branches, or the dissolution of old Branches, must be approved by the Trustees.

27. Finance:

- a. As far as possible, Branches shall be self-supporting. In the event of any Branch being unable to meet legitimate expenses, an application for a grant from Association funds may be made through the County Chairman, in writing and with full details. The County Chairmen are responsible for ensuring financial propriety and value for money when these grants are spent.
- b. No grants shall be made to Branches by the Association for entertainment and social functions, but they will be reimbursed for postage and telephone expenses incurred in the official business of the Association.
- c. Funds of Branches provided by the Association shall not be used for purposes other than those authorised by this Constitution.



Proposed amendments to the draft New Constitution voted to be revised at the 08Oct16 AGM

d. Branches will keep proper records to account for all money received and spent by them, whether provided by the Association or Branch domestic funds.

e. The Trustees shall have the right to send representatives to examine the account books of Branches.

f. Branch accounts shall be made up to 31 March annually and shall be audited by two members of the Branch nominated by the Branch Chairman.

28. Branch Standards. Branch Standards shall whenever possible be paraded on all appropriate occasions. Reasonable expenses incurred by Standard Bearers representing the Association or a County, with the approval of the County Chairman, may be claimed for attendance at an Association or regimental event, or any other event which has the prior agreement of the County Chairman.

29. Annual Report. Each Branch shall submit an annual report on the activities of the Branch in the form of Notes for the Association Annual Newsletter to their respective County Chairman, who will send a consolidated report of all County Branches to the Association Secretary.

30. Travel Expenses. The reasonable travel expenses of the Trustees, the Patron, the President, the County Chairmen, and members of the County Committees to and from meetings may be reimbursed from Association funds.

## **ANNUAL AND EXTRAORDINARY GENERAL MEETINGS**

31. An Annual General Meeting of the Association is to take place each calendar year on a date, and at a time and a location, agreed by the President and the County Chairmen, to query and take note of the accounts and to deal with matters affecting the Association. The chosen date of the AGM is to be published at least 3 months in advance, and where this is a provisional date the confirmed date is to be notified at least 28 days in advance of that date. In the event that it is necessary to change the date, at least 28 days notice is to be given of the new date. In each case publication is to be made using websites and newsletters connected with the Regiment and the Former Regiments, and using the Association email database of individual Members. The location and start time of the AGM are to be chosen so as to encourage the maximum attendance of the Membership, with due regard to the ageing and accompanying disabilities of that Membership. All decisions at an Annual General Meeting will be taken on a majority of votes cast at the meeting, unless a higher proportion is stipulated in this Constitution for a particular matter.

32. Members shall have the right to table motions for consideration at the Annual General Meeting provided that notice of the motion has been given to the Association Secretary not later than 14 days prior to the date of the Meeting. To that end, the intended agenda will be published at least 28 days before the AGM, using the same electronic means detailed in the

Proposed amendments to the draft New Constitution voted to be revised at the 08Oct16 AGM

previous paragraph. Copies of the final agenda will be made available on the Association web site and to all members attending the meeting, and will be issued to members requesting them no later than 7 days prior to the date of the Meeting.

33. The President, after consultation with the County Chairman, may instruct the Association Secretary to convene Extraordinary General Meetings of the Association in addition to the Annual General Meetings. The warning notification to the Membership is to be that applicable to an AGM. Any Full Member of the Association who has the support of 30 other Full Members may require the President to convene an EGM on a matter covered by this Constitution. The Association Secretary is to assist that Member to promulgate the details of the matter by means of the Association web site and database.

34. The President (or a Vice President or a County Chairman nominated by him) will be Chairman of the Annual and any Extraordinary General Meeting.

### **ANNUAL REUNIONS**

35. Reunions are to take place yearly and be organised by County Committees as agreed with the Trustees, who are to provide appropriate grants. The Annual General Meeting may be combined with one of these reunions. The Trustees may decide to hold a combined event for all Association members to mark a special occasion.

### **DRESS AND INSIGNIA**

36. On appropriate public occasions, members are encouraged to wear regimental ties, berets, blazer badges and/or lapel badges of the Former Regiments or the Association.

### **ASSOCIATION NEWSLETTER AND THE BUGLE**

37. An Annual Newsletter will be produced by the Association Secretary for posting to those members who have subscribed to this option. It is also to be emailed to members and be published on the Association web site. The Association Secretary is to facilitate the production of articles for The Bugle (the magazine of The Rifles) as required.

### **CHANGES TO THIS CONSTITUTION**

38. Resolutions to change or alter this Constitution shall be submitted in writing to the Association Secretary for consideration by the Trustees at least two months before an Annual or Extraordinary General Meeting at which such resolutions are to be proposed.

39. The Association Secretary shall then provide all Members of the Association on the Association email database with, and post on the Association website, a copy of any such

Proposed amendments to the draft New Constitution voted to be revised at the 08Oct16 AGM

resolution and its approval or otherwise by the Trustees as early as possible and at least 28 days before the resolution is to be proposed. The resolution or resolutions must be passed by not less than two-thirds of the members present and voting.

40. No alteration to Clause 1 (Objects), Clause 41 (Dissolution) or this Clause shall take effect without the prior approval in writing of the Charity Commissioners; and no alteration shall be made which would have the effect of causing the Association to cease to be a charity in law.

## **DISSOLUTION**

41. The Association may be dissolved by a resolution passed by a two thirds majority of the full membership voting in a postal ballot. Such resolution may give instructions for the disposal (including the sale) of any assets held by or in the name of the Association, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association as the Association may decide, and if in so far as effect cannot be given to that provision, then to some other charitable purpose.