



THE ROYAL BRITISH LEGION

*(Incorporated by Royal Charter)*

199 BOROUGH HIGH STREET  
LONDON SE1 1AA



THE  
2003  
ROYAL CHARTER  
OF  
INCORPORATION  
AND  
RULES

VERSION 14  
8<sup>th</sup> OCTOBER 2019

(Registered Charity No. 219279)

# ROYAL CHARTER OF INCORPORATION

## *Recitals*

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

**WHEREAS** His Majesty King George the Fifth in the year of our Lord one thousand nine hundred and twenty five by Royal Charter (hereinafter called the '**Original Charter**') dated the twenty-first day of April in the fifteenth year of His Reign constituted a Body Corporate and Politic by the name of the '**British Legion**':

**AND WHEREAS** the purposes for which the Legion was incorporated were to inaugurate and maintain in a strong, positive, non-sectarian, united and democratic comradeship all those who serve or have served in Our Navy, Army or Air Force on Regular, Reserve or Auxiliary engagements so that neither their efforts nor their interests shall be forgotten and that just and equitable treatment shall be secured to them in respect of the difficulties caused in their lives as a result of their services and to consecrate and sanctify that comradeship by devotion to mutual service and helpfulness; and to perpetuate in the civil life of the Commonwealth and the world the principles for which the Nation stands, to inculcate a sense of loyalty to the Crown, Community and Nation, to promote unity amongst all classes, to secure peace and goodwill and to safeguard and transmit to posterity the principles of justice, freedom and democracy:

**AND WHEREAS** His Majesty King George the Sixth and We Ourselves were graciously pleased to grant Supplemental Charters of various dates amending the Original Charter:

**AND WHEREAS** We were graciously pleased to declare by the Supplemental Charter dated the tenth day of September one thousand nine hundred and seventy-one, that the British Legion should henceforth be known as '**The Royal British Legion**':

**AND WHEREAS** by the Supplemental Charter dated the tenth day of April one thousand nine hundred and seventy-nine (hereinafter referred to as the '**1979 Supplemental Charter**') the Original Charter and all earlier Supplemental Charters were revoked except insofar as their provisions incorporated the Body Corporate and Politic by the name of The Royal British Legion and conferred upon it perpetual succession and authorised it to have a Common Seal and to sue and be sued:

**AND WHEREAS** by the Supplemental Charter dated the 27th day of May One Thousand Nine Hundred and Ninety-Three (the '**1993 Supplemental Charter**') the Original Charter and all earlier Supplemental Charters were further amended:

**AND WHEREAS** The Royal British Legion has by its humble petition represented unto Us that it is expedient that the Original Charter as amended by the 1979 Supplemental Charter and the 1993 Supplemental Charter should be further amended and that this can best be effected by the grant of a new Supplemental Charter replacing the 1993 Supplemental Charter and the earlier Supplemental Charters and has prayed for the grant of a new Supplemental Charter accordingly:

## *Articles*

**THEREFORE KNOW YE** that We are pleased to command on behalf of our heirs and successors, as follows:

## 1. Revocation

This declaration revokes the 1993 Supplemental Charter, except for Articles 1 and 2. These Articles confirm The Royal British Legion as a corporate body for all time, with the right to have a Common Seal, to sue and be sued, and to hold and to use all the other powers of a corporate body. Anything that has been lawfully done under the 1993 Supplemental Charter remains legal and valid; the revocation does not affect it.

## 2. Definitions

2.1 In the Charter and the Rules, unless the context requires otherwise:

**'Annual Conference'** has the meaning given from time to time by the Rules;

**'Armed Forces'** means the Armed Forces of the United Kingdom and the Armed Forces under Our, Our Predecessors, Heirs or Successors' direct command or that of Our, Our Predecessors, Heirs or Successors' government;

**'auxiliary member'** means any organised group supplementing but not directly incorporated in the Armed Forces comprised of either civilian volunteers undertaking support functions or additional personnel directly performing military duties;

**'Beneficiary'** means:

(a) any regular, reserve or auxiliary member or former member, of any rank, of any branch of the Armed Forces who has served at least a day in the Armed Forces;

(b) any merchant mariner who has seen duty on legally defined military operations;

(c) any individual who served prior to 1950:

(i) with the Mercantile Marine afloat in hostile waters;

(ii) in the Home Guard; or

(iii) in a Bomb and Mine disposal unit; and

(d) any individual entitled to a campaign medal issued by the Armed Forces to those giving them direct support or under their command.

The Board of Trustees, at its absolute discretion, may consider applications from individuals and organisations not obviously eligible for assistance under paragraphs (a) to (d) above. However, no conscientious objector may qualify as a Beneficiary unless they subsequently served in the Armed Forces or as an auxiliary member.

**'Board of Trustees'** means the governing body of the Legion, being charity trustees of the purposes of the Charities Act, established by Article 10 of the Charter in accordance with the Rules and '**Trustee**' means any one of them;

**'Charitable'** means purposes that are exclusively charitable under the laws of England and Wales provided that they shall not include any

	purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008;
<b>'Charities Act'</b>	means the Charities Act 1992 and the Charities Act 2011;
<b>'Charter'</b>	means the Royal Charter granted by King George the Fifth on 21 April 1925, continued by the Supplemental Charters of 10 April 1979 and 27 May 1993 as amended by this Supplemental Charter and as it may be further amended from time to time;
<b>'Conference Committee'</b>	means the committee established by the Board of Trustees in accordance with the Rules;
<b>'Conflicted Trustee'</b>	means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Legion, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Legion;
<b>'Connected Person'</b>	in relation to a Trustee, means a person with whom the Trustee shares a common interest such that he may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee or other person with whom the Trustee is connected, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights;
<b>'Custodian'</b>	means a person or body who undertakes safe custody and/or administration of assets or documents or records relating to them;
<b>'Defendant'</b>	includes, but shall not be limited to: <ul style="list-style-type: none"> <li>(a) any Spouse of a Beneficiary;</li> <li>(b) any person (whether adult or child) who is financially dependent or dependent for care on a Beneficiary or Spouse of a Beneficiary;</li> <li>(c) any person on whom a Beneficiary is dependent for care; and</li> <li>(d) any parent, sibling or other named next of kin of a Beneficiary ('<b>Immediate Family Members</b>') for a period of two years from the date of the Beneficiary's death or the date that the Beneficiary sustained a severe injury. Where an inquest is to be held into the death of a Beneficiary, Immediate Family Members will be deemed to be Defendants until the inquest has been completed.</li> </ul>

The decision of the Board of Trustees as to the interpretation of this definition of Defendant is final and binding, but always subject to the jurisdiction of the courts;

<b>'Financial Expert'</b>	means an individual, company or firm authorised to give investment advice under the Financial Services and Markets Act 2000;
<b>'Firm'</b>	includes a limited liability partnership;
<b>'Legion'</b>	means The Royal British Legion, a registered charity, incorporated by the Charter;
<b>'Members'</b>	means the members of the Legion as set out in the Rules;
<b>'Membership Council'</b>	means a committee established by, and accountable to, the Board of Trustees, with such responsibility for the management and administration of Members and membership issues as the Board of Trustees may from time to time determine;
<b>'Membership Handbook'</b>	means the rulebook adopted by the Board of Trustees and the Membership Council;
<b>'National Officers'</b>	means the Officers of the Legion specified in Article 9;
<b>'Nominee Company'</b>	means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;
<b>'Objects'</b>	means the Legion's exclusively Charitable purposes as set out in Article 3;
<b>'Rules'</b>	means the Rules in the Schedule to this Charter, as they may be amended from time to time;
<b>'Social Investment'</b>	as defined in section 292A Charities Act 2011;
<b>'Special Conference'</b>	means a Conference of the Legion held in accordance with the Rules;
<b>'Special Resolution of the Annual Conference'</b>	means a resolution of the Conference formed as either an Annual Conference or a Special Conference on a motion of which due notice shall have been given before the Conference and passed by a two thirds majority of those present entitled to vote and voting;
<b>'Special Resolution of the Board of Trustees'</b>	means a resolution of the Board of Trustees on a motion of which due notice shall have been given to the members of the Board of Trustees before the meeting at which the motion is to be considered and passed by a majority of two thirds of those present qualified to vote and voting;
<b>'Spouse'</b>	<p>includes:</p> <ul style="list-style-type: none"> <li>(a) any partner of a Beneficiary by marriage, civil partnership or cohabiting relationship;</li> <li>(b) any former partner of a Beneficiary by marriage or civil partnership;</li> <li>(c) any widow or widower of a Beneficiary; and</li> <li>(d) any surviving civil partner or cohabiting partner of a Beneficiary</li> </ul>

	For the avoidance of doubt, Spouse includes any former partner of a Beneficiary by reason of divorce or formal separation;
<b>'Standing Orders of Conference'</b>	means the rules drafted by the Conference Committee in accordance with Article 11.2; and
<b>'Taxable Trading'</b>	means carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for the purpose of actually carrying out the Objects, unless the profits of the Legion from that trade or business are exempt from tax by reason of any legislation from time to time in force.

2.2 In the Charter and the Rules, unless the context otherwise requires:

- (a) references to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it;
- (b) use of the singular includes the plural and vice versa; and
- (c) use of any gender includes the other genders.

### 3. **Objects**

The Objects for which the Legion has been established and incorporated are:

- (a) to relieve need, suffering and distress of Beneficiaries and their Dependents and to further the education of Beneficiaries and their Dependents;
- (b) to relieve need and protect the mental and emotional health of the Dependents of Beneficiaries who have died or been severely injured;
- (c) to relieve suffering, hardship and distress to Dependents caused by the absence of those serving in the Armed Forces;
- (d) to promote and support schemes for the resettlement, rehabilitation, retraining and sheltered employment of Beneficiaries and their Dependents; and
- (e) to promote the commemoration for the public benefit of those who have died whilst serving in the Armed Forces.

### 4. **Powers**

The Legion has the power to do anything within the law which may promote or help to promote the Objects including (but without limitation) the power:

#### **Operations**

- (a) to arrange for and assist Dependents to visit the graves of those who have fallen in service;
- (b) to publish a Legion magazine (whether in print, electronically or by other means);
- (c) to establish and run nursing, residential and convalescent homes for the benefit of Beneficiaries and/or their Dependents who are in need by reason of poverty, age, mental or physical ill-health and/or disability. This may include purchasing services from independent agencies and providing rest breaks for volunteer carers of Beneficiaries or Dependents;
- (d) to make grants or loans, with or without security, to Beneficiaries who are in need and their Dependents to help them find and keep their job or maintain their home;

- (e) to organise Festivals of Remembrance, services and parades to perpetuate the memory of sacrifices made during service with the Armed Forces in war and peace;

### **Campaigning**

- (f) to alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and interpretation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which a charity registered in England and Wales may properly undertake;

### **Working with other organisations**

- (g) to consult, advise, co-operate with or assist others;
- (h) to support, administer or establish other charities or other organisations;
- (i) to acquire and take over to such an extent as may be thought fit (and permitted by law) the assets, liabilities and undertakings of any person or body whatsoever;
- (j) to act as trustee of Charitable trusts jointly with one or more other trustees or, where it may legally do so, as sole corporate trustee;
- (k) to establish or acquire subsidiary companies (whether or not wholly owned by the Legion);
- (l) to amalgamate with any other bodies that are charitable and have objects similar to the Objects and that restrict the payment of any dividend or profit to, and the distribution of assets amongst, their members at least to the same extent as such payments are restricted under the Charter;

### **Fundraising**

- (m) to accept gifts and raise funds (but not by means of Taxable Trading);
- (n) to enter into any funding or other arrangement with any government or any other authority;
- (o) to administer and execute the trusts of any gift or transfer;

### **Finance**

- (p) to borrow and raise money;
- (q) to open and operate bank accounts and other facilities for banking in the name of the Legion;
- (r) to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
- (s) to guarantee the performance of the contracts or obligations of any person or organisation and to give any warranties, indemnities, guarantees or undertakings on account of any covenants, promises, pledges, assurances or trusts that might be undertaken by the Legion or in connection with any agreement or arrangement whatsoever, whether or not the Legion is a party to the same;

### **Reserves**

- (t) to set aside funds for special purposes or as reserves against future expenditure;

### **Property**

- (u) to acquire, hire or charge property and/or any interest in, or relating to, land of such kind and on such terms and to appoint such advisers, surveyors, managers and builders and other advisers and contractors on such terms as the Board of Trustees shall determine;
- (v) to let, license or dispose of any interest in property of any kind (but only in accordance with the restrictions imposed by the Charities Act);

### **Investments**

- (w) to deposit or invest its funds in any manner as may be thought fit (including, but not limited to, the establishment of trading or other subsidiaries of any kind), but only after obtaining such advice from a Financial Expert as the Board of Trustees consider necessary and having regard to the suitability of investments and the need for diversification;
- (x) to delegate the management of investments to a Financial Expert, but only on terms that:
  - (i) the investment policy is set down in writing for the Financial Expert by the Board of Trustees;
  - (ii) the performance of the investments is reviewed regularly with the Board of Trustees;
  - (iii) the Board of Trustees is entitled to cancel the delegation arrangement at any time;
  - (iv) the investment policy and the delegation arrangement are regularly reviewed by the Board of Trustees;
  - (v) all payments due to the Financial Expert are on a scale or at a level that is agreed in advance and are notified promptly to the Board of Trustees on receipt; and
  - (vi) the Financial Expert must not do anything outside the powers of the Legion;
- (y) to arrange for investments or other property of the Legion to be held in the name of a nominee company acting under the direction of the Board of Trustees or of a Financial Expert acting under its instructions, and to pay any reasonable fee required;
- (z) to deposit documents and physical assets with any company registered or having a place of business in England or Wales as Custodian, and to pay any reasonable fee required;
- (aa) to make Social Investments in accordance with section 292B Charities Act, as if that section applied to the Legion. In carrying out Social Investments, the Board of Trustees will comply with the duties set out in section 292C Charities Act as if that section applied to the Legion;

### **Insurance**

- (bb) to insure the property of the Legion (including, for the avoidance of doubt, any property not owned by the Legion but under its control) against any foreseeable risk and to take out other insurance policies to protect the Legion when required;

### **Trustee indemnity**

- (cc) without prejudice to any indemnity to which the person concerned may otherwise be entitled and to the extent permitted by law, to indemnify Trustees and to purchase indemnity insurance for Trustees;

### **Staff and volunteers**

- (dd) subject to Article 5, to employ officers, employers and workers and to engage consultants, advisers, agents and volunteers upon such terms and conditions as may be thought fit; and

- (ee) to provide and contribute to pension and other death-in-service or other benefits for employees and former employees of the Legion and their dependants.

## 5. Application of income and capital

5.1 The property and funds of the Legion must be used only for promoting the Objects and do not belong to the Members but, subject to compliance with Article 6.1:

- (a) Members may be paid interest at a reasonable rate on money lent to the Legion;
- (b) Members may be paid a reasonable rent or hiring fee for property let or hired to the Legion;
- (c) Members may receive charitable benefits on the same terms as any other person; and
- (d) Members may receive reasonable and proper remuneration for any goods or services supplied to the Legion.

5.2 A Trustee or a Connected Person must not receive any payment of money or other material benefit (whether directly or indirectly) from the Legion except:

- (a) interest at a reasonable rate on money lent to the Legion;
- (b) a reasonable rent or hiring fee for property let or hired to the Legion;
- (c) charitable benefits on the same terms as any other person;
- (d) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Legion;
- (e) the benefit of indemnity insurance as permitted by the Charities Act;
- (f) an indemnity in respect of any liabilities properly incurred in running the Legion (including the costs of a successful defence to criminal proceedings); and
- (g) in exceptional cases, other payments or benefits (but only with the written consent of the Charity Commission in advance).

5.3 No Trustee or Connected Person may be employed by the Legion except in accordance with Article 5.2(g), but any Trustee or Connected Person may enter into a written contract with the Legion to supply goods or services in return for a payment or other material benefit, but only if:

- (a) the goods or services are actually required by the Legion, and the Trustees decide that it is in the best interests of the Legion to enter into such a contract;
- (b) the nature and level of the consideration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.1; and
- (c) fewer than half of the Trustees are subject to such a contract in any financial year.

## 6. Conflicts of interest and loyalty

6.1 Subject to Article 6.2, any Trustee who becomes a Conflicted Trustee in relation to any matter must:

- (a) declare the nature and extent of his interest before discussion begins on the matter;
- (b) withdraw from the meeting for that item after providing any information requested by the Trustees;

- (c) not be counted in the quorum for that part of the meeting; and
  - (d) be absent during the vote and have no vote on the matter.
- 6.2 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Legion to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- (a) continue to participate in discussions leading to the making of a decision and/or to vote;
  - (b) disclose to a third party information confidential to the Legion;
  - (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Legion; or
  - (d) refrain from taking any step required to remove the conflict.

## 7. **Membership**

The Legion shall have the types of membership as set out in the Rules.

## 8. **Patron**

There shall be a Patron of the Legion.

## 9. **National Officers**

The National Officers shall be the National President, National Chairman and National Vice-Chairman of the Legion. The National Chairman and the National Vice-Chairman shall be elected by the members. The National President shall be appointed by the Board of Trustees.

## 10. **Board of Trustees**

The Legion shall have a Board of Trustees as its governing body. The majority of the Board of Trustees is elected by the members. The Rules set out its composition, functions and powers.

## 11. **Conferences of the Legion**

11.1 The Legion will hold conferences at times and places determined in accordance with the Rules.

11.2 The Conference Committee shall draft the Standing Orders of Conference which shall be approved by the Board of Trustees. The Standing Orders of Conference shall set out the powers and duties of the conferences, the nature of the business they will transact, the rights of representation and the manner in which conferences shall proceed.

## 12. **Structure of the Legion**

The structure of the Legion will be as prescribed by the Board of Trustees in accordance with the Rules and the Membership Handbook.

## 13. **Branches**

The Legion will have Branches, whose constitution, functions, powers and conditions of operation are set out in the Rules and the Membership Handbook.

## **14. Rules**

- 14.1 The Rules in the Schedule to this Charter will be the Rules of the Legion until any or all of the Rules are revoked, altered or added to by a Special Resolution of the Board of Trustees. Any amendment to a Rule must not conflict with the Charter which shall always prevail.
- 14.2 Conferences, the Board of Trustees, Branches, individual members and administrative structures of the Legion must in all circumstances act in accordance with the Charter and the Rules.

## **15. Amendment to Charter**

The Charter may from time to time be altered, added to or revoked by a Special Resolution of an Annual Conference that has been subsequently ratified by a Special Resolution of the Board of Trustees. However, the change will not take effect unless allowed by Us, Our Heirs or Successors in Council. This Article will apply to this Charter, and to any Supplemental Charter, that is altered, added to or revoked. The change will not affect the validity of anything done under this Charter, or any Supplemental Charter, before the date on which the amendment comes into effect, but thereafter this Charter and any Supplemental Charter will operate as though their amended form had been the original.

## **16. Surrender of Charter**

- 16.1 The Board of Trustees may decide to surrender the Charter or any Supplemental Charter and dissolve the Legion with:
  - (a) the agreement of at least five-sixths of the Branches whose representatives are voting at a Special Conference called for that purpose; and
  - (b) the approval of Us, Our Heirs or Successors in Council and on such terms as We or they may consider fit.
- 16.2 In the event of a decision in accordance with Article 16.1, the Board of Trustees will wind up the affairs of the Legion and in such winding up must realise the whole of the Legion's assets. After discharging all lawful liabilities, the assets (if any) remaining must be applied in one or more of the following ways:
  - (a) by transfer to one or more other bodies established for exclusively Charitable purposes within, the same as or similar to the Objects;
  - (b) directly for the Objects or for Charitable purposes which are within or similar to the Objects;
  - (c) in such manner as We, Our Heirs or Successors in Council and the Charity Commission approve in writing in advance.

## **17. Construction**

On behalf of Our Heirs, Successors and Us, We confirm that these documents will be wholly valid and effective in law according to their literal and intended meaning, and will be taken and understood in the most favourable sense for the best advantage of the Legion, both in Our Courts of Record and elsewhere by all judges, justices, Officers, Ministers and all other subjects of Ours, Our Heirs and Successors, despite any oversights, mistakes or other omission, fault or inconsistency.

**WITNESSED by me at Westminster on this 30th day of May in the fifty-second year of our reign**

**BY WARRANT UNDER THE QUEEN'S SIGN MANUAL**

**[signature]**

## THE SCHEDULE

### RULES OF THE ROYAL BRITISH LEGION

#### **MEMBERSHIP OF THE LEGION**

##### **1. Classes of and qualification for membership**

The Legion shall have the following classes of membership:

###### **1.1 Members of the Legion**

People eligible to be Members are men and women over 17 who support the Objects and commit themselves to take an active part in promoting them.

###### **1.2 Life Members of the Legion**

- (a) Life Members are those whose services to the Legion, in the opinion of the National Chairman, merit this honour and are awarded it.
- (b) Life Members also include people who were admitted to Life Membership before 9 June 1962 on payment of a lump sum in lieu of all future annual fees and subscriptions.
- (c) Life Members also include members of the Women's Section awarded Women's Section Life Membership before 30 September 2016.

###### **1.3 Youth Members**

People eligible to be Youth Members are aged over 12 but under 18 who support the Objects.

##### **2. Admission to Membership**

- 2.1 Membership shall be open to anyone, other than conscientious objectors, who qualify for a particular class of membership.
- 2.2 Application for membership as a Member or Youth Member must be in a form specified by the Board of Trustees from time to time.
- 2.3 Every Member must be a member of at least one Branch.
- 2.4 The Membership Council shall, acting under delegated authority from the Board of Trustees, determine all questions relating to the admission, termination or re-categorisation of membership.
- 2.5 A Branch Committee may raise an objection with its County/District Committee through the County/District Membership Support Officer should it wish not to admit a new member into the Branch.

##### **3. Register of Members**

The Legion shall maintain the Central Register. Each Branch must notify its Membership Support Officer of any changes to its membership as soon as is reasonably practicable.

##### **4. Membership fees and Branch subscriptions**

- 4.1 Every Member, excluding Youth Members, Life Members and Members awarded a National Certificate of Appreciation, must pay an annual membership fee to the Legion for each branch of which they are a member. Youth members must pay a joining fee to the Legion.
- 4.2 The Annual Conference determines the annual membership fees and youth joining fees from time to time, to take effect at the beginning of the Legion's next Corporate Financial Year.

- 4.3 Additionally, each Branch may set an annual Branch subscription payable by every Member of its Branch except Youth Members.
- 4.4 Any Member whose membership fee or Branch subscription is three months in arrears will, unless Rule 4.5 applies, cease to be a Member of that Branch, and his name must be removed from the Central Register.
- 4.5 A Member who can prove, each year, that he is unable, for whatever reason, to keep paying his membership fee and Branch subscription may be permitted by the Branch Committee to remain a Member, despite non-payment of such fee and subscription, on terms set by that Branch Committee. The Branch is responsible for providing, solely from the Branch subscriptions paid by other members of that Branch, the membership fee due in respect of any Member so excused.

## **THE BOARD OF TRUSTEES**

### **5. Composition and selection of the Board of Trustees**

5.1 The Board of Trustees consists of the following:

- (a) National Chairman;
- (b) National Vice-Chairman;
- (c) Up to 7 Elected Trustees;
- (d) Up to 6 Appointed Trustees; and
- (e) the Women's Section Chairman.

5.2 The Board of Trustees shall from time to time determine an appropriate selection process for all prospective members of the Board of Trustees, including but not limited to, meeting the essential requirements of any role description and eligibility criteria.

### **6. National Chairman and National Vice-Chairman**

6.1 Subject to Rule 5.2, the National Chairman and the National Vice-Chairman are elected by ballot of all Voting Branches in accordance with procedures determined by the Board of Trustees from time to time.

6.2 Subject to Rule 5.2, Voting Branches may nominate one Member or Life Member as a candidate for election as National Chairman and National Vice-Chairman in each year in which an election is to be held.

### **7. Elected Trustees**

7.1 Subject to Rule 5.2, Elected Trustees are elected by ballot of all Voting Branches in accordance with procedures determined by the Board of Trustees from time to time.

7.2 Subject to Rule 5.2, Voting Branches may nominate one Member or Life Member as a candidate for election to the Board of Trustees in each year in which an election is to be held.

### **8. Appointment of Appointed Trustees**

Subject to Rule 5.2, Appointed Trustees are appointed by the Board of Trustees.

### **9. Tenure of the Board of Trustees**

9.1 Unless Rule 9.5 shall apply:

- (a) the National Chairman and National Vice-Chairman shall serve from the close of Annual Conference immediately following their election until the close of Annual Conference three years later;
  - (b) Elected Trustees shall serve from the close of Annual Conference immediately following their election until the close of Annual Conference three years later; and
  - (c) Appointed Trustees shall serve for the term specified in their appointment, which shall be no longer than three years.
- 9.2 Members of the Board of Trustees whether elected, appointed or a combination of both, may serve no more than three terms and one Partial Term. They may additionally serve a term as National Vice-Chairman and a term as National Chairman.
- 9.3 The National Chairman is not eligible for re-election or re-appointment to any position on the Board of Trustees.
- 9.4 The National Vice-Chairman is not eligible for re-election or re-appointment to any position on the Board of Trustees except he may be elected National Chairman.
- 9.5 A Trustee's term of office automatically terminates if:
- (a) he is prohibited by law from acting as a charity trustee (including by virtue of the Charities Act);
  - (b) the Trustees reasonably believe that he is incapable, whether mentally or physically, of managing his own affairs;
  - (c) he is absent without permission, whether given in advance or subsequently, from two consecutive meetings of the Trustees;
  - (d) he resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
  - (e) the Trustees resolve by Special Resolution that, in their reasonable opinion, the Trustee in question has acted in a way that is contrary to the Objects or he is unable to carry out properly the duties of a Trustee.
- 9.6 Any vacancy occurring among the Elected Trustees, the National Chairman or the National Vice-Chairman shall be filled, for the remainder of its term, by the unelected candidate who polled the next largest number of votes in the election at which the elected person who caused the vacancy was elected. Should there be no such candidate and the remainder of the term for the position in question is:
- (a) less than 15 months, a suitable Member or Life Member may be co-opted by the Board of Trustees for the unexpired period of the term; this would constitute a Partial Term for the person concerned; and
  - (b) more than 15 months, an election shall be held in accordance with Rule 7.1.
- 10. Powers and duties of the Board of Trustees**
- 10.1 Subject to the provisions of the Rules, the affairs of the Legion are to be managed and administered by the Board of Trustees.
- 10.2 The Board of Trustees has the right to use all powers of the Legion except where the Charter or these Rules state that these must be exercised by Annual Conference. In particular, the Trustees have the following powers in the administration of the Legion in their capacity as trustees:

- (a) to authorise any person on behalf of the Board of Trustees, whether a Member or not, to examine any or all of the deeds, documents, books or accounts of a County/District Committee or a Branch; to audit such accounts; and at any time to visit a meeting of any Branch or Branch Committee;
  - (b) to authorise and pay any reasonable expenditure for carrying out its duties. This includes the proper and reasonable expenses of the Board of Trustees and its committees, the payment of salaries, wages, pensions and superannuation of the Legion's employees after necessary deductions, and any other expenditure on functions specified in the Rules or elsewhere;
  - (c) to delegate any of their functions (including functions relating to the Legion's role as trustee of any charitable trust) to committees or in accordance with Rule 12; and
  - (d) to make standing orders, rules and/or regulations consistent with the Charter to govern the administration of the Legion.
- 10.3 It is the duty of the Board of Trustees to decide all questions of policy and administration connected with the Legion, having due regard to the recommendations (if any) of Annual Conference, and to determine any questions that fall outside the scope of the Rules.

## **11. Proceedings of the Board of Trustees**

- 11.1 The Board of Trustees is to meet for business as often as necessary and may make such regulations for convening and conducting its meetings as it thinks fit, and may from time to time alter or revoke the regulations.
- 11.2 The quorum for a meeting of the Board of Trustees shall, unless otherwise resolved by the Board of Trustees, be eight.
- 11.3 A resolution (other than a Special Resolution of the Board of Trustees) signed by a majority of the Board of Trustees (other than a Conflicted Trustee who has not been authorised to vote) shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees duly convened and held. Any such resolution may consist of several documents in the like form each signed or approved on behalf of one or more Trustees (including by email or electronic means) and will be passed on the date of the last signature, email or other electronic confirmation.
- 11.4 An act, proceeding or resolution of the Board of Trustees may not be invalidated or questioned because of any vacancy in its membership, or because a Trustee's appointment or election is disqualified or irregular, or because notice of a meeting was accidentally not given to or not received by any Trustee or Trustees.

## **12. Delegation and committees**

- 12.1 Subject to the Charter and these Rules, the Trustees may delegate any of the powers which are conferred on them under the Charter and these Rules:
  - (a) to such person or committee;
  - (b) by such means (including by power of attorney);
  - (c) to such extent;
  - (d) in relation to such matters; and
  - (e) on such terms and subject to such conditions

as they on each occasion think fit provided that the Trustees shall exercise reasonable supervision of such delegates.

- 12.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- 12.3 The Trustees may revoke or vary any delegation in whole or in part.
- 12.4 The Board of Trustees will appoint a committee known as the Membership Council and may, from time to time:
  - (a) appoint such other committees as are necessary to manage the affairs of the Legion;
  - (b) delegate such of its powers and duties to these committees as it thinks fit in accordance with this Rule 12 and bring such delegation to an end at any time;
  - (c) make regulations and terms of reference as needed for the establishment and operation of such committees; and
  - (d) alter or revoke such regulations.

### **13. National President**

- 13.1 The National President shall be appointed by the Board of Trustees for a three year term.
- 13.2 The National President, although not a member of the Board of Trustees, is entitled to attend and speak but not propose, second or vote on a resolution at meetings of the Board of Trustees or Annual Conference.
- 13.3 The National President shall not be entitled to attend Annual Conference as a Branch or County/District delegate.

## **ANNUAL CONFERENCE**

### **14. The Annual Conference**

- 14.1 The Legion must hold a conference each calendar year, to be known as the Annual Conference.
- 14.2 The Annual Conference is held over a two-day weekend preceding the Spring Bank Holiday or at another time of its choice, normally at a place to be decided by the Annual Conference four years previously save that the Board of Trustees may determine an alternative date or location.

### **15. Attendance at Annual Conference**

- 15.1 Each Voting Branch is entitled to send one delegate to the Annual Conference, and any Voting Branch with a total of more than 300 Members and Life Members, as recorded on the Central Register at the date of receipt by the Director General of the application for delegate credentials, may send a second delegate. Those Voting Branches with more than 1000 members may send further delegates calculated on the basis of one additional delegate for every 500 members over 1000 (as recorded on the Central Register).
- 15.2 All Voting Branch delegates must be Members or Life Members.
- 15.3 Voting Branch delegates shall be entitled to attend, speak and vote at the Annual Conference.
- 15.4 Each County/District Committee is entitled to send one delegate to the Annual Conference. This delegate has the right to speak in the course of any discussion there, whether on a motion or otherwise, but is not entitled to vote.
- 15.5 Trustees and members of the Membership Council may attend the Annual Conference and speak in any discussion there, but are not entitled to vote or to attend as the delegate of any Branch or County/District.

15.6 Members of the Legion's Executive Board may, if so invited by the Chairman of Annual Conference, speak on any point of information, but are not entitled to propose, second nor speak for or against any Charter Motion or Motion. Neither may they vote or attend as the delegate of any Branch or County/District.

**16. Conduct and business of the Annual Conference**

16.1 The National President shall preside at the opening of the Annual Conference.

16.2 The National Chairman or, in his absence, the National Vice-Chairman is to be the Chairman of the Annual Conference.

16.3 The business of the Annual Conference of the Legion comprises:

- (a) presentation of reports and accounts for the past year;
- (b) the Director General's address to Annual Conference;
- (c) consideration of Motions proposing amendments to the Charter;
- (d) consideration of issues of general policy raised by way of Motion by the Board of Trustees or County/District Conferences or overseas or non-territorial Branches; and
- (e) nominations for membership of the Conference Committee.

16.4 All decisions of the Annual Conference must be reached solely by the votes of the Voting Branch delegates who are both present and voting. The quorum for Annual Conference shall be determined by the Conference Committee.

**17. Conference Committee**

17.1 The Board of Trustees will appoint the Conference Committee to prepare the business of the Annual Conference in accordance with these Rules and draw up Standing Orders for the conduct of such business. These may include Standing Orders regulating the content of motions and the way they are drafted for consideration by Annual Conference.

17.2 The Conference Committee will comprise:

- (a) one member of the Board of Trustees;
- (b) two members of the Membership Council nominated by the Chairman of the Membership Council; and
- (c) three Members or Life Members appointed by Annual Conference.

17.3 Members of the Conference Committee nominated by Annual Conference shall serve for three years and Annual Conference shall nominate a replacement Member or Life Member at the Annual Conference immediately preceding the end of an existing member's tenure.

17.4 Members of the Conference Committee shall be eligible for re-appointment or re-nomination, but no person shall serve more than three terms, a term being at least one year but no longer than three years.

**18. Special Conference**

18.1 A Special Conference may be convened by a Special Resolution of the Board of Trustees in order to address any urgent business which in the opinion of the Board of Trustees is of material significance to the Objects.

- 18.2 To the extent relevant, the Standing Orders relating to the business of Annual Conference apply to all Special Conferences.

## **COUNTIES, DISTRICTS AND BRANCHES**

### **19. Counties and Districts**

- 19.1 Each County will have a County Conference and County Committee, and each District will have a District Conference and District Committee. The officers of each County/District Conference are the County/District President, County/District Chairman and County/District Vice-Chairman.
- 19.2 The Membership Handbook will set out the rules for the composition of County/District Conferences, the appointment of the County/District officers and County/District Committees
- 19.3 The County/District Committee must make Bye-laws for the government of the County/District in accordance with the terms of the Charter, these Rules and the Membership Handbook. The Bye-laws will take effect when they have been approved by the Annual Meeting of the County/District Conference and the Membership Council. Given this approval, the County/District Committee may recommend alterations to such Bye-laws from time to time for approval by the Membership Council.
- 19.4 The duties of the County/District Committee are to conduct the affairs of the County/District in accordance with the Charter, the Rules and the Membership Handbook. For this purpose all references to County/District Conferences in the Rules imply, where appropriate, references to County/District Committees, and include:
- (a) aiding the Board of Trustees in carrying out the work of the Legion and in particular promoting the Objects;
  - (b) defining and allocating the geographical area for which each of its Branches is responsible and ensuring that the whole area of the County/District is covered;
  - (c) administering the distribution of benevolent funds through staff appointed for that purpose;
  - (d) helping to organise the Poppy Appeal and other benevolent fund-raising activities within the County/District;
  - (e) appointing an Honorary County Poppy Appeal Co-ordinator whose duties, in co-operation with staff appointed for that purpose, include ensuring that the legal requirements are observed and that the total sums raised from street and house to house collections are sent to the Poppy Appeal head office by the second Thursday in December;
  - (f) providing the Director General with any information he may require in the interests of the Legion;
  - (g) maintaining records of its Branches as laid down in the Membership Handbook;
  - (h) in co-operation with staff appointed for those purposes, overseeing the Group sub-Committees and Branches within its County/District;
  - (i) assisting staff; and
  - (j) being accountable to the next Conference for the decisions and actions taken between Conferences.

### **20. Branches**

- 20.1 The Membership Council must maintain a Register of Branches. The prior permission of the Membership Council must be obtained to form a new Branch of the Legion.

- 20.2 The Membership Council has power to agree to the formation of Special Branches which are set up in the same way, have the same powers and functions and are subject to the same or appropriately modified conditions, as an ordinary Branch.
- 20.3 Every Branch in a County/District is under the control of the County/District Committee for that County/District. Branches overseas which do not come within a District come under the direct control of the Board of Trustees.
- 20.4 Every Branch must make Bye-laws in accordance with the Charter and these Rules, to regulate the affairs of the Branch. These Bye-laws will come into effect after they have been submitted to, and approved by, the County/District Committee for the County/District in which the Branch is located, or the Membership Council in the case of overseas Branches which do not fall within a District. However, if a County/District Committee refuses to approve a Branch Bye-law, the Branch is entitled to appeal against the refusal to the Membership Council, whose decision will be final. Such Bye-laws must be based on model Bye-laws approved by the Membership Council.
- 20.5 Each Branch, unless otherwise authorised by the Membership Council, shall have a Branch Chairman, a Vice-Chairman, an Honorary Treasurer and an Honorary Secretary. The Membership Handbook will set out the rules for the appointment of the Branch officers, Branch Committees and their role.
- 20.6 Each Branch Committee may appoint a President [and Vice-President(s)] of the Branch in accordance with the Membership Handbook.
- 20.7 The duty of Branches is to promote actively the Objects within its geographical area.

## **CONFLICTS OF INTERESTS**

### **21. Conflict of interests**

- 21.1 This Rule 21 does not apply in relation to the Board of Trustees who must comply with the provisions of the Charter.
- 21.2 Should any conflict of interests arise, the person concerned must declare the reason for the conflict and refrain from all involvement in the matter in question. Such conflicts shall be minuted or otherwise appropriately recorded in writing.
- 21.3 Failure to act in accordance with Rule 21.2 may be investigated in accordance with the procedures authorised by the Membership Council.
- 21.4 Current members of Legion staff wishing to take up any volunteer Legion position at National or County/District level must obtain prior approval in writing from the Director General.

## **GENERAL**

### **22. Legion staff**

- 22.1 The Board of Trustees must appoint and may dismiss a Director General and a Director of Finance. In addition the Board of Trustees authorises the Director General to appoint and dismiss other staff as necessary. The Director General will provide staff to support the Branches and Counties/Districts to deliver an effective service under this authority.
- 22.2 If the position of Director General or Director of Finance becomes vacant, the Board of Trustees must advertise the appointment and invite applications for the position. Meanwhile it may appoint an acting Director General or Director of Finance until a permanent appointment is made.

### **23. Finance**

- 23.1 The Legion must hold the following separate accounts for its funds:

- (a) the General Fund;
- (b) the Benevolent Fund established for the purposes defined in the Objects;
- (c) an account for each County/District;
- (d) an account for each Branch;
- (e) other accounts the Board of Trustees may approve from time to time.

23.2 The Board of Trustees may from time to time make regulations, in accordance with the Charter and these Rules, governing the management of the Legion's financial affairs.

**24. Liability and indemnity**

- 24.1 Unless the Board of Trustees has given specific instructions or delegated the authority to do so, a member, or anyone representing any Conference, Council, Board, Committee, Branch or sub-Branch, may not gain credit or incur any financial or other liability on behalf of the Legion or any member of the Legion.
- 24.2 No formation or person is authorised to use The Royal British Legion name, logo, headed paper or email signature in a way that may mislead and give the recipient the wrong impression that they have a contract with The Royal British Legion. All correspondence will bear the formation's title and address and the Legion's registered charity number in clear legible characters and the signatory will clearly state his name and position legibly and prominently.
- 24.3 No Member, except those appointed to paid positions, is legally entitled to claim payment for any services rendered on behalf of the Legion, unless in accordance with the terms of a contract signed by the National Chairman or Director General of the Legion, or individuals to whom they have specifically delegated this power.
- 24.4 A former member of the Legion may not claim back the fees, subscriptions or other money he has paid to the Legion except as a loan.

**25. Complaints**

- 25.1 Complaints against any member of staff, volunteer, member (of whatever class of membership), committee or formation of the Legion shall be handled in accordance with procedures authorised by the Membership Council.
- 25.2 Any complaint against the Director General, Director of Finance or a Trustee shall be heard by the Board of Trustees.

**26. The Seal**

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

**27. Badge**

- 27.1 The Seal of the Legion forms the basis of any badge used by the Legion. Only the Board of Trustees may authorise the use of the badge or any representation of it.
- 27.2 A badge is issued to a Member by the Secretary of the Branch to which he belongs, on payment of a sum that is set from time to time and is separate from the membership fee and branch subscription.

**28. Head Office**

The head office of the Legion shall be located in the United Kingdom of Great Britain and Northern Ireland (excluding Scotland).

**29. Definitions**

29.1 Any words and phrases used in the Charter shall have the same meaning when used in these Rules and any rules of interpretation set out in the Charter shall apply to these Rules.

29.2 In addition, in these Rules, unless otherwise required:

**'Annual Conference'** means a conference held in accordance with Rules 14 to 18;

**'Benevolent Fund'** means the central account under the control of the Board of Trustees to which is credited:

(a) all gifts of money or property where donors do not specify that their gifts should go to the General Fund;

(b) other land, money, securities or other property at the discretion of the Board of Trustees;

**'Central Register'** means the central register of members;

**'Corporate Financial Year'** means the financial year of the corporate body of the Legion, which shall be from 1 October to 30 September, or such other dates as the Board of Trustees may determine from time to time;

**'County/District'** means the administrative County or District of the Legion as the case may be;

**'Director of Finance'** means the person appointed to that position in accordance with Rule 22;

**'Director General'** means the person appointed to that position in accordance with Rule 22. References to the Director General include references to anyone authorised by him or the Board of Trustees to perform any of his functions;

**'Field Financial Year'** means the financial year of Counties, Districts and Branches, which shall be from 1 July to 30 June, or such other dates as the Board of Trustees may determine from time to time;

**'General Fund'** means the central account under the control of the Board of Trustees to which is credited:

(a) annual membership fees;

(b) all land, money, securities or other property acquired by the Legion specifically identified for the General Fund;

(c) all gifts of money or property where donors specify that their gifts should go to the General Fund;

**'Partial Term'** means a period of time less than a full term caused by either the premature ending of a full term held by the previous incumbent or by the current incumbent not fulfilling a full term for good reason if

so agreed by the National Chairman;

**'Voting Branch'**

means a Branch which has:

- (a) submitted, on or before 30 September in the preceding calendar year, its receipts and payments accounts for the Legion's previous Field Financial Year; and
- (b) submitted, on or before 31 December in the preceding calendar year, its completed Form MS1 for the Legion's current Corporate Financial Year,

and shall have the right:

- (i) to send a delegate or delegates to Annual Conference and the County/District Conference in which the Branch is located; and
- (ii) to nominate candidates for, and vote in, any election for National Chairman, National Vice-Chairman or Elected Trustee; and
- (iii) to nominate a candidate for, and vote in, any election for a Membership Council member in the Membership Council area in which the Branch is located; and
- (iv) to nominate candidates for, and vote in, any election for County/District Offices and positions in the County/District in which the Branch is located;

**'Women's Section'**

means a formation membership of which is open to women only. For administrative purposes, within these Rules, references to County and/or District shall include the whole of the Women's Section.