

ASSOCIATION RULES

TITLE

1. 'Grenadier Guards Association.'

ADDRESS

2. The address of the Association shall be Grenadier Guards Association, Regimental Headquarters Grenadier Guards, Wellington Barracks, Birdcage Walk, LONDON, SW1E 6HQ. General correspondence should be sent to the General Secretary at this address.

OBJECTS

3. The Objects of the Association are:
 - a. To promote the efficiency of the Grenadier Guards (hereinafter called "The Regiment") and to maintain its history, traditions and *esprit de corps*.
 - b. To relieve either generally or individually, persons who are serving or who have served in the Regiment and their dependants who are in conditions of need, hardship and distress.
 - c. In furtherance of these Objects the Association through its Trustees shall have the following powers:
 - (1) To take all necessary action to publicise and disseminate information concerning the Regiment's history, deeds and traditions and to encourage recruiting.
 - (2) To execute and administer charitable trusts.
 - (3) To receive, take and accept any gifts of property whether subject to any special trusts or not.
 - (4) To receive and accept contributions by way of donations or otherwise and to raise funds for the said Objects provided that the Trustees shall not undertake any permanent trading activities concerned solely with the said raising of funds.
 - d. To assist distressed and needy beneficiaries or their dependents by way of grants, gifts, supplementary allowances or otherwise and where necessary to promote their education and advancement in life.
 - e. To pay for such items, services and facilities by way of donations or subscriptions to charitable institutions or organisations which provide or which undertake in return to provide such items, services or facilities for distressed and needy beneficiaries.

f. Subject to such consents as may from time to time be required by law to purchase, take lease or exchange any property required for the purposes of the Association and lease, exchange or otherwise dispose of the same.

g. Subject to such consents as may from time to time be required by law to borrow or raise money for the purposes of the Association on such terms and such security as may be thought fit.

h. To invest funds and property of the Association for use for purposes of the Association in such investments as may from time to time be authorised by law.

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

j. To constitute and form branches of the Association to further the Objects of the Association in accordance with the By-Laws established by the Association for its Branches.

k. To do all such other things as shall be necessary for the attainment of the said Objects.

QUALIFICATIONS FOR MEMBERSHIP

4. There shall be four categories of membership:

a. **Serving Members.** All serving Regular and Reserve Officers, Warrant Officers, Non-Commissioned Officers and Guardsmen who have completed recruit training.

b. **Members.**

(1) All Officers who have formerly served in the Regiment.

(2) Officers and Soldiers of other Corps or Regiments who have formerly served in the Grenadier Guards and the Regimental Band prior to the advent of CAMUS.

(3) Discharged Soldiers, provided that they have completed their recruit training in the Regiment and have been awarded a character assessment of not less than "SATISFACTORY".

(4) These membership rules apply equally to those that have served as Regular or Reserve's within the Regiment.

c. **Associate Members.** Members of Associations of other Regiments of the Household Division and members of the Regimental Band of the CAMUS era are known as Associate Members.

d. **Honorary Members.** Ladies (including Grenadier widows) and Gentlemen who have not served in the Grenadier Guards, but who have given outstanding service to the Regiment (e.g. Medical Officers, Chaplains etc.) and others in line with the By-Laws for Branches, Section 2, paragraph 2.

5. The Executive Committee reserves the right to reconsider the membership accorded to all categories mentioned in paragraph 4 above.

6. Discharged men or Army Reservists with a character reference less than 'SATISFACTORY' may apply to join the Association provided that they can show that their conduct since leaving the Colours has been satisfactory. Applications should be made in writing to the General Secretary for special consideration by the Executive Committee who are empowered to elect or re-elect them.

7. Any member shall be struck off who has been convicted by the Civil Power, if, in the opinion of the Executive Committee, the offence is of a serious nature. Members dealt with under this Rule may apply for re-election, being subject to the provision of Rule 6.

8. The Executive Committee reserves to themselves the right to expel any member or exclude any applicant from membership.

9. Those members of the Association who cease to belong under the Rules shall have no claim to a refund of any subscription or other payments made by him under these Rules.

SUBSCRIPTIONS DONATIONS AND THE DAYS PAY SCHEME

10. **Subscriptions.** Subscriptions into the Headquarters Fund are not payable by any member.

11. At a local level and at the discretion of Branch Committees with the agreement of members, local rates for subscriptions may be set, collected and retained by Branches to support their general expenditure.

12. **Donations.** All members shall be actively encouraged to donate an annual sum to the Association Headquarters Fund and where applicable, by way of a Gift Aided Donation. This enables the Association to claim a refund of income tax on all such donations; thereby helping to further the objects of the Association.

13. All donations to the Headquarters Fund of the Association (including Gift Aided donations) and legacies will be transacted through the Association Office. Member's donations/subscriptions of a routine nature should be sent to the Branch Secretary concerned, for retention by the Branch.

14. **The Day's Pay Scheme.** This is a voluntary scheme whereby serving Officers and Soldiers can contribute monthly to Regimental Charitable Funds direct from their pay. All those eligible are encouraged to do so in order to help support the Association's welfare effort which is in turn supported financially by a monthly Regimental grant.

OFFICER APPOINTMENTS

15. To consist of a President and a General Secretary, who will also perform the duties of Treasurer. The President to be elected or re-elected at the Annual General Meeting and hold office for one year from 1st April. The General Secretary shall remain in office at the pleasure of the Association.

16. The President shall act as Chairman of the Executive Committee and at General Meetings, and preside at social gatherings. A Vice-President, who is a member of the Executive Committee, shall act as Chairman in his absence, and if circumstances demand it, the Executive Committee shall appoint one of their number to preside.

17. The President shall be eligible for re-election.

18. The General Secretary shall keep the accounts of the Association in such a manner as may be required by the Trustees and Executive Committee, and shall draw up the annual balance sheet and submit it for audit, together with all necessary documents to the appointed firm of chartered accountants as soon as possible after the close of each financial year. A copy of the accounts and the Trustee's annual report is to be forwarded to the Charity Commission. He will be responsible for the receipt and custody of the money of the Association and will ensure that all monies received are deposited at the bank at regular intervals and that all commitments of the Association are discharged without undue delay. Further, he shall attend to all communications, dispose of ordinary correspondence which does not call for the attention of the Trustees and Executive Committee, and keep and maintain in due and proper form the Roll of Overseas Members, those members who are not permanently attached to a Branch and the Minute Book.

VICE PRESIDENTS

19. Vice-Presidents will be nominated by the Executive Committee and elected at the General Meeting and will retain such office at the pleasure of the Association. It shall be open to a General Meeting to elect such members to the office of Vice-President as may be considered expedient in the interest of the Association.

TRUSTEES

20. The Trustees of the Association shall be the trustees from time to time of The Grenadier Guards Charity (Registered Charity Number 1062257) and the President for the time being of the Association.

PROCEEDINGS OF TRUSTEES

21. The Trustees as charity trustees shall have control of the Association and its property and funds.
22. The Trustees must hold at least two meetings each year.
23. A quorum at a meeting of the Trustees is three Trustees.
24. A meeting may be held either in person or by suitable electronic means by the Trustees in which all participants may communicate with all other participants.
25. The chair of Trustees or (if the chairman is unable or unwilling to do so) some other member of the Trustees chosen by the Trustees present presides at each meeting of the Trustees.
26. Every issue may be determined by a simple majority of the votes cast at a meeting of the Trustees but a resolution which is in writing and signed by all the Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
27. Except for the chairman of the meeting, who has a casting vote, every Trustee has one vote on each issue.
28. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.

TRUSTEE DECISION MAKING

29. The Trustees have the following powers in the administration of the Association:
 - a. To delegate any of their functions to committees consisting of two or more individuals appointed by them. All proceedings of committees must be reported to the Trustees.
 - b. To make standing orders consistent with these Rules to govern proceedings at general meetings of the Association.
 - c. To make rules consistent with these rules to govern their proceedings and proceedings of committees.
 - d. To make regulations consistent with these rules to govern the administration of the Association including the operation of bank accounts and the commitment of funds.
 - e. To resolve, or establish procedures to assist the resolution of, disputes within the Association.

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

30. The Trustees may delegate the day to day management, and general administration of the affairs of the Association to an Executive Committee of not less than ten members, and not more than eighteen. The Executive Committee will consist of the President, the Regimental Lieutenant Colonel, the Chairman of the Finance Committee, the Director of Welfare, the Financial Advisor, seven Area Representatives, the Commanding Officer of the Battalion, Officer Commanding Nijmegen Company, the Sergeant Major of the Battalion, two Vice-Presidents nominated by the Executive Committee and a representative of the 'Virtual Group' network. With the exception of the Vice-Presidents, they will be elected at the Annual General Meeting and hold office for one year from 1st April. Vice-Presidents will be appointed for three years from 1st April. The Executive Committee shall have power to add or to decrease their numbers, (subject to the prior written consent of the Trustees), but no ordinary meetings shall transact business unless seven members are present. In addition, at least one member of the Executive Committee shall be a Trustee.

EXECUTIVE COMMITTEE

31. The Executive Committee ordinarily shall meet in London on a date in March (prior to the AGM) and at a date in October, to receive reports, the half-yearly and yearly accounts and transact such business as may be brought before it. It shall also meet on such other occasions as may be necessary to deal with urgent business, and seven days notice of such extra meetings shall be sent to members by the General Secretary.

32. The President shall be responsible for the calling of all meetings of the Executive Committee, and although these meeting will ordinarily be carried out in March and October, the President reserves the right to carry out these meetings extra-ordinarily as required. A meeting of the Executive Committee may be held either in person or by suitable electronic means (including but not limited to telephone calls with or without video conferencing facilities) agreed by the Executive Committee in which all participants may communicate with all the other participants simultaneously.

FINANCE

33. A Finance Committee consisting of five members of the Association will be appointed by the Executive Committee and ratified by the Trustees. One member will be nominated as Chairman of the Committee and will be a member of the Executive Committee. The Finance Committee shall meet as and when considered necessary to consider the financial transactions of the Association. This Committee will receive the General Secretary's report on the financial affairs of the Association for the half-year, prior to the Executive Committee Meeting, generally in October and before the Annual General

Meeting in the Spring and their recommendations will be passed to the Executive Committee through the Chairman.

34. The President shall be responsible for the calling of all meetings of the Finance Committee, and although these meetings will ordinarily be carried out in March and October, the President reserves the right to carry out these and any other meetings of the Finance Committee extra-ordinarily as required. A meeting of the Finance Committee may be held either in person or by suitable electronic means (including but not limited to telephone calls with or without video conferencing facilities) agreed by the Executive Committee in which all participants may communicate with all the other participants simultaneously.

AUDIT

35. The Trustees must comply with the requirements of the Charities Act 2011 (as amended) as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of annual returns, annual reports and annual statements of account.

INVESTMENTS

36. The investments of the Association will be supervised by a Financial Advisor nominated by the Trustees and elected at the General Meeting. He will be responsible for liaison with the Investment Managers and will keep the investments under review and advise the Trustees and Executive Committee accordingly.

37. The Trustees may appoint as investment managers for the Association persons whom they are satisfied after inquiry are proper and competent persons to act in that capacity, and who belong to companies or firms of repute which are authorised within the meaning of the Financial Services and Markets Act 2000.

38. The Trustees may delegate to investment managers so appointed powers at their discretion to buy and sell investments for the Association on behalf of the Trustees in accordance with the investment policy laid down by the Trustees. The Trustees may only do so on terms consistent with rules 36 to 39 inclusive.

39. Where the Trustees make any delegation under rules 29 to 33 inclusive, they shall:

- a. Inform the investment managers in writing of the extent of the Association's investment powers.
- b. Lay down detailed investment policy for the Association and immediately inform the investment managers in writing of it and any changes to it.

- c. Ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment managers.
 - d. Ensure that they are kept informed and review on a regular basis the performance of their investment portfolio managed by the investment managers and the exercise by them of their delegated authority.
 - e. Take all reasonable care to ensure that the investment managers comply with the terms of their delegated authority.
 - f. Review the appointment or appointments at such intervals not exceeding 24 months as they think fit.
 - g. Pay such reasonable and proper remuneration to the investment managers and agree such proper terms as to notice and other matters as the Trustees shall decide and as are consistent with Rules 36 to 40 inclusive provided that such remuneration may include commission fees and/or expenses earned by the investment managers if and only to the extent that such commission fees and/or expenses are disclosed to the Trustees.
40. Where the Trustees make any delegation under Rules 36 to 39 inclusive they shall do so on the terms that:-
- a. The investment managers shall comply with the terms of their delegated authority.
 - b. The investment managers shall not do anything which the Trustees do not have the power to do.
 - c. The Trustees may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms of Rules 35 to 39 inclusive, and
 - d. The Trustees shall give directions to the investment managers as to the manner in which they are to report to the Trustees all sales and purchases of investments made on their behalf.
41. The Trustees may:-
- a. Make such arrangements as they think fit for any investments of the Association or income from those investments to be held by one or more corporate bodies which are incorporated in England or Wales (or which has established a branch or a place of business in England or Wales) as the Trustees' nominee or nominees; and
 - b. Pay reasonable and proper remuneration to any corporate body acting as the Trustee's nominee in pursuance of this Rule.

42. Moneys belonging to the Association and requiring investment may be invested in the range of investment authorised by law for the investment of trust moneys.

GENERAL MEETING

43. The Annual General Meeting shall be held each year, generally in March or April (the date to be fixed by the Executive Committee and notified to the Trustees) to elect the Executive Committee for the following year, to hear the reports of the Executive Committee and deal with any other business brought forward. The time, date and place of the Annual General Meeting will be circulated by the General Secretary to all officers past and present, and to Branch Honorary Secretaries.

44. The President reserves the right to call extra-ordinary meetings as required.

45. General meetings (including the Annual General Meeting and any extra-ordinary meetings) may be held either in person or by suitable electronic means (including but not limited to telephone calls with or without video conferencing facilities) agreed by the Executive Committee in which all participants may communicate with all the other participants simultaneously.

DISSOLUTION

46. In the event that it becomes impossible or impracticable to carry out the Objects of the Association, the Trustees shall recommend to a General Meeting that the Association be dissolved and that its funds and property be transferred to the Regimental Charitable Funds.

ALTERATION OF RULES

47. Although it is desirable for any alteration, amendments or adding to or cancelling elements of these rules to be carried out on the approval of a General Meeting, the Executive Committee in consultation with the Trustees reserve the right to amend the rules of the Association and the Bylaws for the Association Branches, provided that no amendment addition or deletion shall be made at any time so as to cause the Association to cease to be a charity in law. Any notice of proposals of amendment, addition or cancellation must be sent to the General Secretary for consideration by the Executive Committee.

