



**NOTICE OF BUSINESS FOR  
BRIGADE COUNCIL 2017**



# Brigade Council 2017 Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING** of **THE BOYS' BRIGADE** will be held at the **Copthorne Hotel, Salford, Manchester, M50 3SN** on **Saturday 2<sup>nd</sup> September** at **1.30pm** to consider the following business. See the Gazette, Company mailings and BB website for further details of the Brigade Conference event of which the AGM forms a part.

## AGM Agenda

1. **To receive the Accounts for the year ended 31 March 2017 together with the Reports of the Brigade Executive and Auditors thereon.**
2. **To confirm the annual capitation fee for 2017/18 session as agreed at Brigade Council in Belfast on 3<sup>rd</sup> September 2016 and to fix the annual capitation fees for the 2018/19 session as proposed below.**

### Capitation Fees for 2018/19

The Capitation Fee structure with effect from 1 September 2018 is:

Category		Fee
Company Fee		Nil
Fee per young person		£19.50
Adult fees	All Officers / Helpers	£19.50
	(Second person at the same address)	£15.00
	Battalion & District Officers / Helpers not on Company roll	£15.00
	Officers / Helpers in receipt of state retirement pension	£15.00
	Officers / Helpers in full time education or training.	£15.00

The fee in respect of an Associate Member is £27.00. The maximum fee that a Company may pay in respect of young people is £1,750.00.

3. **To appoint the auditors of The Boys' Brigade and authorise the Brigade Executive to fix their remuneration.**
4. **To appoint Brigade Office-bearers for Session 2017/18 as will be proposed by the Brigade Executive.**

## **5. Motions in the name of the Brigade Executive.**

### **By resolution requiring a two-thirds majority in accordance with the provisions of Regulation 88:-**

To amend Brigade Regulations as follows:

Section THREE (The Organisation – Regulations & Procedures)

In Regulation 5 delete everything after “which shall be” and insert in lieu the words “designated as provided in Regulation 13”

### **By ordinary resolution requiring a majority of 50% plus one vote:-**

To amend Brigade Regulations as follows (the Brigade Executive making such further consequential changes to numbering and other Regulations as are in their power to amend as may be required):

Section Three (The Organisation – Regulations & Procedures)

Delete Regulation 6 and insert in place thereof as follows:

“6 In these Regulations, “Leader” and “Leaders” shall be as defined in Section FOUR (Leadership Regulations) paragraph 1.1.

6A Leaders shall be the adult members of the Brigade.”

In Regulation 10 amend the first two sentences to read “Each Company shall be part of a local congregation of a Church or Christian Organisation as such association may be approved by the governing body of the local congregation and by the Region. Such local congregation shall be responsible jointly with the registered leaders of the Company for the Christian education of the Company.”

In Regulation 11 (a) delete the words “Church or other body” in line one and insert in lieu thereof the words “local congregation”; (b) delete the word “church” in line five and insert in lieu thereof the word “congregation”; and (c) in line six delete the word “will” and insert in lieu thereof the words “wishes to”.

In Regulation 13.2 insert after “Companies” the words “working with Boys only that also”

In Regulation 20 (a) delete the words “Church or approved sponsoring body” and insert in lieu thereof the words “Captain and registered leaders of the Company”; and (b) insert at the end an additional sentence as follows: “Where a Company is registered or recognised as a charity the Captain and registered leaders shall be responsible for preparing annual financial statements as required by law.”

In Regulation 21, delete the words “in the name of the Church or approved sponsoring body, or” and the words “charitable company” and insert after “The Boys’ Brigade” the word “(Incorporated)”

Amend Regulation 22 to read as follows: The local congregation or other organisation with which the Company is associated shall appoint a Chaplain or Chaplains to the Company. Chaplains shall normally be Ministers of Religion, although another suitable person may be so appointed. Such appointments shall be registered with the Brigade.

In Regulation 23 (a) delete the second and third sentences.

Amend Regulation 24 to read “The local congregation or other Organisation with which the Company is associated shall nominate for Registration by the Brigade all Leaders including the Captain in accordance with the requirements and procedures specified in Leadership Regulations.”

In Regulation 25 after “purposes” in the second line, insert “that committee” and delete the words “Officer” and “other” in the third line.

In Regulation 31 in the last sentence insert after “appeal” the words “by any party to the dispute”

In Regulation 34 delete the words “Registered” and “as defined in clauses 6.1 and 6.2 above”.

In Regulation 35 delete the words "Adults defined in clause 6.3 above" and insert in place thereof the word "persons" and after the word "functions" insert "who upon such appointment if not a registered Leader shall be registered as such and upon such registration shall be deemed to be a member of the Battalion Council"

In Regulation 49 delete the words "Registered" and "as defined in clauses 6.1 and 6.2 above".

In Regulation 50 delete the words "Adults defined in clause 6.3 above" and insert in place thereof the word "persons" and add after the word "functions" a new sentence as follows "Any such appointee who is not a registered leader shall immediately be registered as such, and upon such registration shall be deemed to be a member of the District Council"

In Regulation 51 add at the end an additional sentence as follows: "The District Council shall carry out such additional functions as may be delegated to it by the Region or by the Brigade Executive"

In each of Regulations 41 and 53, insert after "registration" the words "company limited by guarantee, Charitable Incorporated Organisation (or Scottish Charitable Incorporated Organisation)"

In Regulation 63, add the word "The" at the beginning.

In Regulation 64, add an additional sentence at the end "The number of co-opted members shall not exceed one quarter of the aggregate number of members of the Brigade Executive."

In Regulation 66 delete "to" in the fourth line and substitute "shall"

In Regulation 69 after the word "Companies" in the first line add the word "or" and delete the word "Bank" where it appears before "Nominee" in the penultimate line.

In Regulation 78 delete the words "and published in the Gazette"

Delete Regulation 81.3.3 and insert in substitution as follows: "If the Brigade Executive member or Regional Committee member cannot attend a Brigade Council meeting s/he may

81.3.3.1 appoint in writing as proxy another person attending Brigade Council to vote on her/his behalf,  
or

81.3.3.2 exercise her/his vote by post or another method, in accordance with procedures as duly notified.

In Regulation 83.1.5 insert "electronically" between "post" and "or" and substitute "12 noon " for "9.00am"

In Regulation 83.2 delete the words "published in the April issue of the Gazette immediately succeeding" and insert in lieu thereof the words "circulated to members in accordance with the Articles of Association no later than the second Friday of April (or if such day be a public holiday in any part of the UK or ROI not later than the day immediately preceding such public holiday)."

In Regulation 83.3 substitute "12 noon" for "9.00am"

In Regulation 83.4 delete the words "published in the July issue of the Gazette immediately succeeding" and insert in lieu thereof the words "circulated to members in accordance with the Articles of Association no later than the last Friday in July (or if such day be a public holiday in any part of the UK or ROI not later than the day immediately preceding such public holiday)."

In Regulation 83.5 delete the words "published in the July issue of the Gazette immediately succeeding" and insert in lieu thereof the words "circulated to members in accordance with the Articles of Association".

In Regulation 87 add at the end the words "subject to the provisions as to notice of Regulations 78 or 83 which may not be complied with solely by publication in the Gazette."

**6. Motion in the name of Alan Ayling 12<sup>th</sup> Dublin, Paul Christmas 25<sup>th</sup> Stirling, Tim Dundee 4<sup>th</sup> Newtonabbey, Phil East 53<sup>rd</sup> Manchester & Alen Pasley 21<sup>st</sup> Cardiff.**

**By ordinary resolution requiring a majority of 50% plus one vote:**

**To amend Brigade Regulations as follows (the Brigade Executive making such further consequential changes to numbering and other Regulations as are in their power to amend as may be required):**

Section Three (The Organisation – Regulations & Procedures)

1. Delete clause 57.4
2. Delete clause 61.7
3. Add the following words to the end of clause 64 “in accordance with clause 71”
4. In clause 65, substitute the word “elected” for the words “nominated for election”
5. Delete clauses 70 to 72 and replace with the following clauses 70 to 72A

70 The Brigade Executive shall comprise:

- 70.1 up to 11 members elected by ballot in accordance with Schedule D and clause 71 below (save in 2018 when they shall be elected in accordance with Schedules D and E)
- 70.2 the Treasurer (elected in accordance with clause 73 and Schedule B)
- 70.3 any members co-opted in accordance with clause 72.1

subject in all cases to the maximum periods of service prescribed by Schedule B.

71 The members of the Brigade Executive to be elected in accordance with clause 70.1 above shall be elected (in 2019 and all subsequent years) as set out below and in Schedule D:

- 71.1 The Brigade Secretary shall publish a notice in a reasonably prominent place for a continuous period of at least 28 days immediately before 31 March in each year on the website [www.boys-brigade.org.uk](http://www.boys-brigade.org.uk) stating the number of elected places on the Brigade Executive (within the meaning of sub-clause 70.1 above) due to be or become vacant on the 31 August following (which, save where members have ceased to hold office before the expiry of their full term, or given notice of their intention so to do, will be 3 or 4) (“Vacant Places”)
- 71.2 The said notice shall also state the number of places (between zero and four) which will cease to be held by candidates previously elected as Young People under clause E 2 of Schedule E or under clause 71.4 below (“Vacant YP Places”)
- 71.3 Subject to sub-clause 71.6 below, the Vacant Places shall be filled by the candidates standing for election in accordance with Schedule D as follows.
- 71.4 The Vacant Places shall first be awarded to candidates who are Young People (as defined by clause 71.10 below) receiving the most votes up to the number of Vacant YP Places (provided that there shall never be more than one candidate resident in any particular Region elected under clause E 2 of schedule E below or this sub-clause).
- 71.5 Thereafter, the candidates to be elected shall be those receiving the most votes up to the number of Vacant Places save that no more than three candidates resident in any one Region (including any candidate elected under clause E 2 of Schedule E below or sub-clause 71.4 above) shall be elected to the Brigade Executive such that if and when three candidates resident in any one Region are already members of the Brigade Executive or have already been elected under this sub-clause, the votes in favour of all other candidates resident in the said Region shall be disregarded
- 71.6 In the event that the number of eligible candidates in accordance with Schedule D is less than or equal to the number of Vacant Places, the candidates shall all be deemed elected and clauses D 7 to D 12 of Schedule D need not be complied with unless such a deemed election would result in there being more than three elected members of the Brigade Executive (within the meaning of sub-clause 70.1 above) from any particular Region or Regions. In that event, the election shall proceed unless, in the opinion of the Brigade Executive, the operation of

these Regulations could only result in one outcome (in which case the Brigade Executive shall have the power to declare those candidates who would inevitably have been elected in the event of an election to have been deemed to be elected and the candidates so declared shall be deemed to have been elected).

- 71.7 All candidates elected under sub-clauses 71.4 to 71.6 above shall serve for a term commencing on 1<sup>st</sup> September immediately after their election and expiring on 31<sup>st</sup> August three years later.
- 71.8 For the avoidance of doubt, the provisions of Schedule B regarding maximum periods of service as a member of the Brigade Executive shall continue to apply and no person shall be eligible for election if his or her election could result (three years thence) in his or her having served for a period in excess of the maximum periods of service for which Schedule B provides.
- 71.9 In the event of a member of the Brigade Executive (of any age) dying, resigning, failing to attend three consecutive meetings without due reason which will be taken as a resignation, or ceasing to be eligible in any other way, it shall be competent for the Brigade Executive to co-opt a new member in substitution for the former member providing that (a) there shall not be more than three members of the Brigade Executive, other than the Treasurer or members co-opted under sub-clause 72.1 below, resident in the same Region and (b) no person shall be so co-opted if he or she had previously served for six or more consecutive years as a member of the Brigade Executive unless more than one year has elapsed since he or she was last a member of the Brigade Executive. The member so co-opted shall serve until the end of the Session in which the co-option is made. The person so co-opted shall be eligible for election to the Brigade Executive for the following year and the period of co-option shall not count towards the maximum service provisions of Schedule B below.
- 71.10 In clauses 71 and 72, a reference to a “Young Person” or “Young People” is a reference to a registered leader or registered leaders who had not reached his, her or their 26<sup>th</sup> birthday before 1 September in the year in which he, she or they stood for election to the Brigade Executive.
- 72 The elected members of the Brigade Executive (including the Treasurer but excluding any co-opted members) shall:
- 72.1 have the power in any one Session to co-opt up to two persons external to the Brigade for particular purposes who shall serve until the end of the Session in which they are co-opted or (in the event that no Young Person within the meaning of sub-clause 71.10 above is a member of the Brigade Executive) any registered leader who (at the date of co-option) has not yet reached his or her 26<sup>th</sup> birthday
- 72.2 elect annually one of their number (other than the Treasurer) to be their Chairman who shall be proposed to Brigade Council for approval by a majority of the members of Brigade Council. In the event that Brigade Council does not approve the Chairman so proposed, the elected members of the Brigade Executive (including the Treasurer) shall propose an alternative candidate for such approval until a proposed Chairman is approved by a majority of the members of Brigade Council. In the event that no candidate so proposed is so approved, or in the event of a casual vacancy arising for the post of Chairman during the course of the Session, the elected members of the Brigade Executive (including the Treasurer) shall elect one of their number to be their Chairman notwithstanding that he or she has not been approved by Brigade Council
- 72.3 be entitled to attend and speak at Regional Committee and Area Group meetings
- 72A The Brigade Executive shall meet at such times and in such places as they may determine. Six members shall form a quorum, of whom at least one shall be a member who had not yet reached his or her 26<sup>th</sup> birthday when last elected or co-opted (save that the Brigade Executive may act, even if not capable of forming a quorum, for the purposes of appointing such members as are required for it to be capable of forming a quorum.
6. Add the following words to the end of clause 73: “For the avoidance of doubt, the Treasurer shall be a member of the Brigade Executive but the other Office Bearers shall not be members of the Brigade Executive merely by virtue of their election as Officer Bearers but nothing shall prevent any Office Bearer or nominee from standing for election as a member of the Brigade Executive.”
7. Delete clauses 7 - 11 of Schedule B

8. After Schedule C, insert Schedules D and E as follows

**SCHEDULE D**  
**CONDUCT OF ELECTIONS FOR MEMBERS OF THE BRIGADE EXECUTIVE**

The following procedures shall govern the conduct of elections for membership of the Brigade Executive

**Application to be Elected a Member of the Brigade Executive**

- D 1 Any adult member of the Brigade as defined by clause 6 above who has reached his or her 16<sup>th</sup> birthday shall be eligible to stand for election as a member of the Brigade Executive
- D 2 Any eligible candidate wishing to stand for election as a member of the Brigade Executive shall submit notice of his or her application in writing to be received by the Brigade Secretary by 30 April of the year in which the election is to take place.
- D 3 Such a notice shall state:
- D3.1 the name of the candidate
- D3.2 his or her registered number as a leader in the Brigade
- D3.3 his or her usual residential address (including the Region in which the candidate ordinarily resides as at the date of application)
- D3.4 his or her date of birth
- D 4 The said notice shall be accompanied by a CV not exceeding 200 words and a statement of reasons for seeking election not exceeding 250 words.
- D 5 The names and dates of birth of all candidates and the Region in which each ordinarily resides, and a copy of their CVs and statements of reasons, shall be published in a reasonably prominent place for a continuous period of at least 56 days immediately before 31 July on the website [www.boys-brigade.org.uk](http://www.boys-brigade.org.uk)
- D 6 Any dispute as to the Region in which any candidate ordinarily resides shall be resolved by the Brigade Executive as it sees fit and the outcome shall be published in a reasonably prominent place on for a continuous period of at least 28 days on the website [www.boys-brigade.org.uk](http://www.boys-brigade.org.uk)

**Voting for Members of the Brigade Executive**

- D 7 Unless no election is required pursuant to clause 71.6 or clause E 5 of Schedule E below, the Brigade Secretary shall cause to be sent by 31 May to all persons entitled to vote at Brigade Council (as set out at clause 81) a ballot paper setting out the names and dates of birth of the candidates, the Region in which they are ordinarily resident, their CVs and statements of reasons, and a summary of the relevant rules as to voting. Where possible, the ballot paper and accompanying documents shall be sent in electronic form.
- D 8 The provisions of clause 81 shall apply to votes cast for the election of members of the Brigade Executive save that:
- D8.1 each person entitled to vote shall have 11 votes in 2018 and thereafter a number of votes equating to the number of Vacant Places specified in accordance with clause 71.1 but may not cast more than one vote for any particular candidate.
- D8.2 sub-clause 81.3.3 (which requires all individual votes to be cast in person) shall not apply
- D8.3 all votes shall be cast electronically in accordance with arrangements approved by the Brigade Executive save that, in the event that no such arrangements have been approved by the Brigade Executive, votes shall be cast as if they were votes exercised by post in accordance with clause 81 (and, for this purpose only, individual votes may be cast by post).
- D 9 All votes shall be cast electronically (or, if no arrangements for electronic voting have been made, received at the registered office of the Brigade) by 31 July in the relevant year.



- D 10 The Ballot shall be secret.
- D 11 Scrutineers, who shall observe the secrecy of the ballot, shall be appointed by the Brigade Executive.
- D 12 The Scrutineers shall issue a certificate of the result of the ballot, stating the names of the persons elected to the Brigade Executive with effect from 1 September following, to be (a) published as soon as possible after 31 July in a reasonably prominent place for a continuous period of at least 56 days on the website [www.boys-brigade.org.uk](http://www.boys-brigade.org.uk) and (b) laid before Brigade Council

#### **SCHEDULE E**

#### **TRANSITIONAL ARRANGEMENTS FOR ELECTION OF MEMBERS OF THE BRIGADE EXECUTIVE IN 2018 ONLY**

In 2018 only, clauses 71.3 to 71.8 above shall not apply but the following provisions (in conjunction with Schedule D above) will instead govern the election of the first 11 members to serve on the Brigade Executive:

- E 1 Subject to clause E 5 below, in 2018, the places on the Brigade Executive shall be awarded to the first 11 candidates who satisfy the following conditions.
- E 2 The first four places on the Brigade Executive shall be awarded to the four candidates who are Young People (as defined by clause 71.10) receiving the most votes (provided that no more than one candidate resident in any particular Region shall be elected under this sub-clause).
- E 3 Thereafter, the candidates to be elected shall be those receiving the most votes (irrespective of age) save that no more than three candidates resident in any one Region (including any candidate elected under sub-clause E 2 above) shall be elected to the Brigade Executive such that if and when three candidates resident in any one Region have been elected, the votes in favour of all other candidates resident in the said Region shall be disregarded
- E 4 The four elected members receiving the greatest number of votes (irrespective of their age) shall serve until 31 August 2021, the four with the next highest number of votes shall serve until 31 August 2020 and the remainder shall serve until 31 August 2019. Should there be an equality of votes such that it cannot be determined for how long any candidate should serve under this sub-clause, the period of service of the candidates with equal numbers of votes will be determined by agreement between the relevant candidates or, failing that, by reference to the age of the candidates such that the youngest candidates should be granted the longest periods of service under this sub-clause.
- E 5 In the event that the number of eligible candidates in accordance with Schedule D is less than or equal to the number of Vacant Places, the candidates shall all be deemed elected and clauses D 7 to D 12 of Schedule D need not be complied with unless such a deemed election would result in there being more than three elected members of the Brigade Executive (within the meaning of sub-clause 70.1 above) from any particular Region or Regions. In that event, the election shall proceed unless, in the opinion of the Brigade Executive, the operation of these Regulations could only result in one outcome (in which case the Brigade Executive shall have the power to declare those candidates who would inevitably have been elected in the event of an election to have been deemed to be elected and the candidates so declared shall be deemed to have been elected).
- E 6 For the avoidance of doubt, the provisions of Schedule B regarding maximum periods of service as a member of the Brigade Executive shall continue to apply. Notwithstanding clause 71.8, in 2018 a person shall be eligible to stand for election to the Brigade Executive at a time when he or she shall have accrued more than six years of continuous service but, if elected, shall be deemed to resign on the 31 August falling next after he or she shall have accrued 8 years of continuous service.
- E 7 For the purpose of calculating the length of his or her continuous service:
- E 7.1 the period of service for members of the Brigade Executive serving as at 25 February 2017 shall be deemed to have commenced on the date of his or her most recent appointment as recorded at Companies House; and
- E 7.2 any member of the Brigade Executive elected in 2018 who was a member of the Brigade Executive as at 25 February 2017 shall be deemed to have served continuously from 25 February 2017 until 1 September 2018 irrespective of any resignation from, or their ceasing for any other reason to be a member of, the Brigade Executive on or after 25 February 2017.

Section Seven (Brigade Council Standing Orders):

9. Add the following words to the end of clause 4.2: "There shall be a Question & Answer session at each meeting of Brigade Council to be attended by all members of the Brigade Executive (in so far as they may be able to be present) at which members of Brigade Council may ask questions of the Brigade Executive. The Brigade Secretary shall make arrangements to ensure that as many members of Brigade Council who are not physically in attendance at the meeting of Brigade Council can participate in the said Question & Answer session, including by the use of technology."
10. Delete the words "Trustees and" in sub-clause 7.5
11. Insert new sub-clause 7.9: "Hold the Question & Answer session referred to at sub-clause 4.2 above"

N.B. Further information about the above motion can be found at <https://bbgovernance.wordpress.com>

**7. Motion in the name of Dr T Drury Smith 1<sup>st</sup> Dronfield, Nicola Langton- Miller 48<sup>th</sup> Liverpool, Martin Townsend 53<sup>rd</sup> Manchester, Alan King 1<sup>st</sup> Barnet & Karen Broster 1<sup>st</sup> Scape Goat Hill.**

Brigade Council authorises the Brigade Executive to up-date Brigade Regulations where appropriate to amend the words "Boys" or "Boy" to "Young people". Anchor Boys should also be renamed as "Anchor Section". The name of the organisation should not be changed.

**8. Non Constitutional Motion in the name of Northern Ireland District.**

Council instructs the Brigade Executive to bring to Brigade Council 2018 proposals to provide accountable autonomy in Regions for the management of resources and delivery of support to Companies and Battalions in accordance with Brigade policies and regulations in order to maintain the bond and benefits of a national organisation.

**Explanation:**

For the avoidance of doubt, accountable autonomy includes:

- a) Membership services (eg records, awards, programme extension, recruitment)
- b) Leaders' support (eg records, training)
- c) Safeguarding processes
- d) Finance (eg collection of fees, payment of Service Level Agreements to Brigade, audit and local compliance matters)
- e) Local assets (eg human resources, property, fundraising)
- f) Development through liaison and public relations (eg denominations, statutory and regulatory bodies, kindred organisations)

**9. To transact any other lawful business.**

By order of the Brigade Executive



**William C.F. Stevenson**  
Brigade Secretary /CEO

10 April 2017

**Notes:**

Any proposed amendments to the above motions should be sent to the Brigade Secretary at Brigade HQ to arrive no later than 9.00am on Friday 26<sup>th</sup> May 2017.

All Members of Brigade Council as defined by the Articles of Association are entitled to be present and vote at this meeting or, in their absence, they may appoint a proxy to attend and vote on their behalf. A form of proxy will be sent to all members with the Summer Gazette and, if used, should be returned to the Company's Registered Office not later than 2.00pm on Monday 28<sup>th</sup> August 2017.

The Members of Brigade Council are: Companies, Area Groups (Battalions & Districts), Members of the Brigade Executive and Members of Regional Committees.

**Registered Office: The Boys' Brigade, Felden Lodge, Hemel Hempstead, Hertfordshire HP3 0BL**

**Registered Company No.: 145122 Registered Charity No: 305969 and in Scotland number SC038016.**