



THE CONSTITUTION AND RULES
OF
THE QUEEN'S OWN HIGHLANDERS REGIMENTAL ASSOCIATION
(Incorporating the Regimental Associations of the Seaforth Highlanders and The Queen's Own Cameron Highlanders)

7 September 2021

Charity Number SC004311

The Organisation

1. The Association shall be called “The Queen’s Own Highlanders Regimental Association” (hereinafter called “The Association”). It incorporates the Regimental Associations of the Seaforth Highlanders and The Queen’s Own Cameron Highlanders. The Association is administered by its Trustees with the support of a Treasurer and a Secretary and comprises a Headquarters and Regimental Association Branches.

Scottish Principal Office

2. The Headquarters of The Association shall be at Cameron Barracks, Inverness, IV2 3XE or at such other place as may be agreed by the Trustees from time to time.

Definitions

3. The following definitions apply:
 - a. **Charity.** The expression “charity” shall mean a body, which is either a “Scottish Charity” within the meaning of Section 13 of the Charities and Trustees Investment (Scotland) Act 2005 or a “Charity” within the meaning of Section 1 of the Charities Act 2011.
 - b. **Trustee.** A veteran of The Regiment, their spouse, partner, sibling or suitably qualified person who can benefit The Association.
 - c. **The Regiment.** The former Regiments known as the Seaforth Highlanders, The Queen’s Own Cameron Highlanders and the Queen’s Own Highlanders.
 - d. **Members.** Except where the context otherwise requires, the expression “Members” shall refer to Ordinary Members of The Association as defined in paragraph 8.a.
 - e. **AGM.** Annual General Meeting.
 - f. **SGM.** Special General Meeting.

Objectives

4. The objectives of The Association are as follows:
 - a. To promote the welfare of all veterans of The Regiment.
 - b. To foster and promote esprit de corps, comradeship and Regimental interest amongst veterans of The Regiment of all ranks and their families.
 - c. To arrange assistance where necessary, to veterans of The Regiment, or to their spouses, widows, widowers, civil partners or children, giving particular consideration to Members of The Association or their dependants.
 - d. To grant financial assistance and/or gifts in kind to veterans in distress or necessitous circumstances or those as previously described.

- e. To give advice to ex-members of The Regiment and their dependants on welfare matters, including items such as: entry to homes, hospitals and benevolent institutions, pensions and allowances.
- f. To encourage recruiting for Regular, Reserve and ACF elements of any successor Regiment.
- g. To support Service charities and institutions that can benefit veterans of The Regiment.
- h. To organise periodic Regimental gatherings and reunions.
- i. To administer the activities of The Association efficiently, meet the expenses of managing The Association and prudently manage its assets.
- j. To erect, maintain and when necessary renew or replace permanent memorials to those who served in The Regiment, including private graves of historical importance.
- k. To undertake any act or expenditure which it is appropriate to The Regiment or the furtherance of the memory and knowledge of The Regiment and its history.

Office Bearers and Committees

- 5. The Association shall be administered by the Trustees that have been appointed for a tenure of 3 years. This can be extended by a further 2 or 3 years, to fit with The Association's succession planning, after which a Trustee should stand down. The upper age limit at which a Trustee should stand down is normally 75 years. The appointment of Trustees must be ratified by a vote at an AGM or SGM.
- 6. The Association's office bearers comprise a President, a Chairman, up to eight other Trustees, a Treasurer and a Secretary:
 - a. **President.** The President shall be a non-voting trustee and elected to the post by the Trustees for a maximum 5-year tenure.
 - b. **Chairman.** The Chairman, having been appointed after election by the Trustees and ratified at the first AGM, shall be a Trustee.
 - c. **Secretary and Treasurer.** There shall be a Secretary and a Treasurer appointed by the Chairman and who may also be Trustees. The Secretary and the Treasurer may be paid honoraria, as directed by the Trustees.
 - d. **Quorum.** A quorum for Association meetings will be five Trustees. They are to meet at least annually before the AGM.
 - e. **Responsibility.** The Trustees shall be responsible for carrying out the general policy and objectives of The Association.
 - f. **Sub-Committees.** The Trustees shall appoint sub-committees as it shall consider necessary. The chairman of any sub-committee shall be a Trustee.

7. Office bearers may claim reasonable out of pocket expenses as appropriate for the discharge of their duties.

Membership

8. **Association Membership.** There are three classes of Regimental Association membership:

- a. **Ordinary Members.**

- (1) Eligibility.

- (a) All veterans who have served in the Queen's Own Highlanders (Seaforth and Camerons) or its antecedent regiments.
 - (b) All veterans who have served a minimum of 3 years in the Army Reserve Battalions or Army Cadet Force units affiliated to the Queen's Own Highlanders (Seaforth and Camerons) and its antecedent regiments.

- (2) Ordinary members have full voting rights within The Association and their Branch.

- (3) **Subscriptions.** The rate in force at the time.

- b. **Associate Members.**

- (1) Eligibility.

- (a) Sons and daughters of veterans who have served in the Queen's Own Highlanders, Seaforth Highlanders or The Queen's Own Cameron Highlanders.
 - (b) Veterans of other Arms and Services who have served a minimum of two years' regular service or three years with a Reserve unit and who are recommended by the Trustees may become Associate Members.

- (2) Associate Members may attend any social occasion organised by The Association but are not entitled to the welfare support or financial benefits of The Association.

- (3) They are not eligible for election to the Branch Committees and are not eligible to vote.

- (4) **Subscriptions.** May be raised by Branches to cover administration costs.

- c. **Honorary Members.**

- (1) The widow, partner or spouse of a veteran of The Regiment is eligible to be an Honorary Member of The Association.

- (2) The Trustees may invite any person who has supported The Regiment, but who has not served in The Regiment, to become an Honorary Member of The Association.
 - (3) In addition, Branch Committees may invite any person who has supported their Branch to become an Honorary Member of that Branch.
 - (4) Honorary Members are not eligible to vote.
 - (5) **Subscriptions.** Nil.
9. **Exclusion and Expulsion.** The Trustees shall act in the interest of the objectives and reputational interest of The Association and therefore may, at their discretion, refuse any application for membership. Membership once granted may be terminated, or suspended temporarily, by a majority vote of the Trustees, providing at least 21 days' notice of the proposed resolution has been given, in writing, to the member concerned. The member concerned will be entitled, if they so request in writing which is received by the Secretary before the expiry of the said 21 days' period of notice, to be heard on the resolution at a meeting of the Trustees.

Financial Year

10. The Financial Year of The Association shall run from 1st April to 31st March.

Secretary and Treasurer

11. The Secretary and Treasurer shall:
- a. Attend meetings of The Association and if possible and relevant, one or both should attend any sub-committee meetings.
 - b. Act under the direction of the Chairman in the execution of their office.
12. The Treasurer shall also:
- a. Prepare for Trustees a report of the work done since their previous meeting.
 - b. Draft an Annual Report for the Chairman as soon as possible after 31 March of each year for submission to OSCR. This, after approval by the Trustees and adoption at the AGM, will be sent to all Branch Chairmen.
 - c. Be the Holder of the Accounts of The Association and arrange each year for an independent examination of the Accounts by a suitable qualified person or firm of accountants in accordance with OSCR guidance.
 - d. Collect subscriptions from members.
 - e. Maintain an account of actual income and expenditure against an in-year budget approved at the AGM, or subsequently approved by the Trustees if a change in expenditure over £5,000 is required.

- f. Report to the Chairman on the current and future financial position of The Association whenever requested.
 - g. Own and maintain a written instruction on 'Financial Control' within The Association, which is approved by the Chairman and in line with regulatory expectation.
13. The Secretary shall also:
- a. Convene meetings of The Association and any such Sub-Committee as may, from time to time, be appointed.
 - b. Issue the agenda and supporting papers in accordance with the detail contained in AGM and SGM below.
 - c. Record the names of the members there present and take minutes of the proceedings when necessary.
 - d. Receive applications for grants in aid and pass them on to SO2 Welfare at RHQ SCOTS for processing.
 - e. Keep all documents and papers of The Association in such manner as the Chairman may direct.
 - f. Own and maintain instructions approved by the Chairman for the effective operation of The Association.

Asset Management

14. The Trustees shall have ultimate responsibility for the management of the assets of The Association and in so doing may take expert advice from appointed investment managers, other professionals or advisors on the financial or legal affairs of The Association. They shall give general guidance to the Investment Committee on the financial affairs of The Association. They shall determine how much of the funds of The Association as may not be required for immediate use, or to meet the usual accruing liabilities, shall be invested by the Investment Committee in:
- a. The purchase of heritable, real or leasehold property in Great Britain; and/or
 - b. The movable investments authorised by the Trustee Investments Act 1961 as amended.
15. Investments and any other asset shall be in the name of The Association. The investments may be managed as part of a Joint Regimental Portfolio of investments comprising these assets and those owned by other Regimental Funds.
16. The Trustees shall have power to:
- a. Enter into lease and purchase of premises.
 - b. Erect, take down, alter and let buildings.
 - c. Sue, defend or compromise claims or actions at law.

- d. Borrow money on the security of property, heritable or movable, held by them and to grant all necessary and proper security writings.
 - e. Sell and dispose of said property or any part thereof, either by public auction or private bargain and to grant all necessary deeds.
17. The Trustees shall also have all other general powers of Trustees not before specified conferred on Trustees by the Trusts (Scotland) Acts 1921 and 1961 as amended.

Limitation on Liability

18. The Trustees shall not be liable for loss or depreciation of the value of investments or any assets retained or made by them, not for omissions, not for neglect in management, nor for insolvency of debtors, nor for the acts, omissions, neglect or default of one another or of any banker, solicitor, factor or other agent employed by them.
19. Trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005 and other legislation; and the foregoing clause 18 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.
20. Ordinary, Associate and Honorary Members, as defined in paragraph 8, shall have no liability in their capacity as Members to pay any sums (other than subscriptions due) to help to meet the debts or other liabilities of The Association in any circumstances; accordingly, if The Association is unable to meet its debts, the Members will not be held responsible.

Annual and Special General Meetings

21. An AGM of the Members shall take place in each calendar year. The meeting will normally be held directly after the Trustee Meeting on a date to be fixed as soon as possible after the Independent Examination of the Accounts to 31 March at which the following business will be transacted:
- a. To approve Minutes of the previous AGM.
 - b. To elect/ratify Trustees as appropriate.
 - c. To receive Annual Report and Statement of Accounts.
 - d. Any other competent Association business.
22. The Trustees may arrange a SGM of the Members at any time, or if they are requested to do so by a notice or notices each signed by one or more Members who amount in total to 10% or more of the total subscribing membership of The Association at that time, providing:
- a. Such notice or notices state the purposes for which the meeting is held; and
 - b. Those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee Investment (Scotland) Act 2005 or any other statutory provision.

23. At least 14 clear days' notice must be given to all Members and to all Trustees of any AGM or SGM. Any notice which requires to be given to a member under this constitution must be either sent by post to the member at the address last notified by them to The Association, or sent by email to the member at the email address last notified by them to The Association; but the accidental omission to give notice to one or more Members will not invalidate the proceedings at the meeting.

Alteration of Constitution or Rules

24. The constitution or any rules made thereunder may be amended by a majority of not less than 60% of the Members present and voting at any Annual or SGM of The Association, provided that the proposed amendment has been included in the notice to Members of the meeting. Such amendments may be proposed by the Trustees, or by notice by 10% of the Members requesting a SGM in terms of paragraph 22, or by any member giving to the Secretary not less than two months' notice before the next scheduled AGM. This clause shall not preclude the AGM or SGM, in approving any amendment, from agreeing minor redrafting of the amendment providing that it is in general accordance with the notice calling the meeting.
25. Where possible, OSCR should be consulted in advance concerning any proposed amendment to the Constitution, and no such amendment having been carried at a general meeting shall take effect until any necessary approval has thereafter been obtained from OSCR.

Regimental Association Branches¹

26. **Purpose.** The Queen's Own Highlanders Regimental Association Branches exist to foster comradeship and to further the aims of The Regiment, but they are not charitable bodies. They may be founded with Trustees approval. Each Branch will be administered by a Branch Committee assisted where necessary by The Association Secretary. No Branch will dissolve itself without approval of the Chairman, but that approval will not unreasonably be withheld. Branches are to be self-financing but from time to time may be awarded a grant from The Association. Branch funds must be kept separate from central Association funds.
27. **Right of Appeal.** If any member considers themselves to be aggrieved by the action of any Branch committee, they may appeal to the Trustees whose decision in the matter shall be final.

¹ The Pipe Band is a branch of The Association.

Dissolution of The Association

28. Should the membership reduce to what they consider to be unsustainable numbers, the Trustees will be obliged to dissolve The Association. Assets which are required for continuing welfare or heritage purposes shall be transferred to an organisation or organisations with purposes which are the same as or closely resemble the purposes of the present Association, taking into account the origin of each fund or other property and the purpose or purposes for which it was originally intended. In the event of failure to transfer such assets which are required for continuing welfare or heritage purposes as aforesaid, or in the event of any residue remaining after such a transfer as aforesaid, the Trustees shall determine in consultation with OSCR where the remaining assets are to be distributed.
29. Any decision to dissolve The Association and to transfer its assets as aforesaid must be taken at a special meeting of all the Trustees and after consultation with the membership at an SGM. Any such decision to dissolve The Association must be approved by not less than 60% of the Trustees voting, and all Trustees are expected to participate in such a vote in person or by proxy.

Document Control

<u>Approval by</u>	<u>Date</u>	<u>Reason</u>
OSCR	27 Nov 20	Replaced previous Constitution and Rules dated 1 Feb 12. AGM approved draft in Aug 20 prior to OSCR submission.
AGM	7 Sep 21	Amendment 1 - amended in paragraphs 12, 19 and 21 per the AGM minutes dated 26 Oct 21.