



Company Number NI058531

**Girls' Brigade Northern Ireland The
(GBNI) Ltd
GBNI Constitution
Articles of Association and Memorandum**

COMPANIES ACT 2006, COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Interpretation

These Memorandum and Articles shall be construed with reference to the Companies Act 2006, and terms used in these shall have the same respective meanings as they have when used therein.

In addition, in these Articles:

In 'writing' means written, printed, and other ways of showing and reproducing words in a visible form, including email.

'Month' means a calendar month.

'Taxable trading' means carrying on a trade or business for the principle purpose of raising funds and not for the purpose of actually carrying out the objects of the charitable company, the profits of which are subject to corporation tax.

'GBNI' means the Girls' Brigade Northern Ireland Ltd.

A 'company' is a grouping of the Brigade.

A 'district' is a grouping together of six or more companies.

The 'Office Bearers' means the GBNI President, GBNI Vice-President, GBNI Chairperson, GBNI Chaplain.

The GBNI Treasurer may be appointed by the Board of Trustees or co-opted onto the Board of Trustees.

'The Office' means the Registered Office of GBNI.

'The Board of Trustees' means the Board of Trustees of GBNI, whose members are for the purposes of company law the charitable trustees.

'CEO' or equivalent is for the purposes of this document only and refers to the most senior staff member who in GBNI is and will be called the National Secretary.



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16/11/2022
COMPANIES HOUSE

GBNI

1. Name

The Girls' Brigade Northern Ireland Ltd.

2. Regulation

GBNI is a company limited by guarantee and not having a share capital and is a registered charity. It is governed by Memorandum and Articles of Association and Regulations, merged to form this Constitution. These and other GBNI policies and information are available to download via the GBNI website: www.gbni.co.uk.

Matters of GBNI policy and regulation are the responsibility of GBNI through its Board of Trustees. Full details of the purpose of the Board of Trustees and Girls' Brigade Council are summarised below.

The Board of Trustees of GBNI ('the Board of Trustees') is an elected body whose purpose is to provide guidance, evaluation and vision through regular meetings, prayer and discussion. The Board of Trustees work closely with the CEO or equivalent to provide professional skills and experience to GBNI, and as Trustees, it will fulfil legal, financial and policy responsibilities.

The Girls' Brigade Council is a representative body of GBNI meeting three times per annum for fellowship, training, and decision-making regarding the strategic direction of GBNI. In an atmosphere of openness and transparency, Girls' Brigade Council entrusts policy formulation and GBNI management to the Board of Trustees.

Youth Forum is the youth-led decision-making body formed to ensure the voice of young women is at the centre of all we do. Any young person aged 14-25 can join the Youth Forum; however, only those 18+ can sit on the Board of Trustees or Teams within GBNI.

3. Statement of Intention

GBNI shall conduct itself in such a way as to reflect the Christian Principles and Aim expressed within these Regulations and shall operate within the framework as provided.

The Aim of GBNI being a Christian Organisation, International and Interdenominational will be:

- a. To help girls become followers of the Lord Jesus Christ, and through self-control, reverence, and a sense of responsibility, find true enrichment of life.
- b. The Motto of GBNI is "Seek Serve and Follow Christ".
- c. The principles:
 - GBNI acknowledges Jesus Christ as Saviour and Lord according to the Scriptures and seeks to fulfil its Aim to the Glory of one God - Father, Son and Holy Spirit.
 - GBNI witnesses to the standard set by Jesus Christ and gives positive teaching on the Christian attitude to life.
 - GBNI promotes a just society where all people are equally valued.

4. Statement of Belief

- The Trinity - The Unity and co-equality of the Father, Son and Holy Spirit.
- We believe in God the Father, Creator of Heaven and Earth.
- We believe in Jesus Christ, His only Son, conceived by the Holy Spirit, born of the Virgin Mary.
- We believe in Jesus crucified, dead and buried, risen and ascended, who shall come to judge the living and the dead.
- We believe in the Holy Spirit, the Lord and Giver of Eternal Life.
- The Holy Scriptures, being the Word of God, contain all things necessary to salvation and are accepted as the final authority.

5. Membership

GBNI shall consist of companies and councils at district and national level. All girls and Officers recorded on Annual Returns of companies, districts and members of Girls' Brigade Council, not otherwise included, shall be Associate members of GBNI.

Membership of GBNI shall be subject to conditions as detailed within the Regulations.

6. Uniform

Official uniform as determined by the Board of Trustees, in consultation with Girls' Brigade Council, shall be the uniform of GBNI.

7. Badge

The emblems of GBNI shall be the internationally recognised Girls' Brigade Crest and the GBNI logo(s) as determined by Brigade Council and no unauthorised deviation from these designs is permissible.

8. The Company Seal

- a. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees or of a sub-group of the Board of Trustees, authorised on their behalf. Any such group shall exercise the powers delegated to the group to conform to any regulations that may be imposed on it by the Board of Trustees. Questions arising at any meeting of any such group shall be determined by a majority of votes; the Chairperson of the group shall have a second or casting vote.
- b. Every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the National Secretary as the person authorised by the Board of Trustees or by these Articles for the purpose.

9. Winding-up

The provision of Clause 8 of the Memorandum relating to the winding up and dissolution thereof shall have the same operation, validity and effect as if same were repeated in these Articles.

Management of the Charitable Company

The Girls' Brigade Council

1. Purpose and Powers

Girls' Brigade Council is a representative body of GBNI. Girls' Brigade Council meets together at least three times each year for fellowship, training, discussion and decision-making regarding the ministry and strategic direction of GBNI. In an atmosphere of openness and consultation, the Girls' Brigade Council entrusts the vision, policy formulation and the management of GBNI to the Board of Trustees.

Girls' Brigade Council shall be a forum to address significant matters of concern to the life and mission of the GBNI and a place of consensus regarding the overall direction of the Company. As such, it may ask the Board of Trustees to explain their conduct, decisions and actions, whilst having regard to the recommendations, guidance and leadership provided by those so elected, the CEO or equivalent, and the senior staff team.

Girls' Brigade Council shall have power to amend this Memorandum and Articles of Association. These Memorandum and Articles constitute the Constitution of GBNI. The Memorandum and Articles of Association may be amended by special resolution of Girls' Brigade Council, which requires a two-thirds majority of those present and voting and for which 21 clear days' written notice must be given to all the members of Girls' Brigade Council, having been circulated to the full GBNI membership. Charity Commission approval and acceptance will then be sought.

2. Membership of Girls' Brigade Council

The number of members of Girls' Brigade Council is, at the date of adoption of these Memorandum and Articles of Association, declared not to exceed 45 Members. The Board of Trustees may, whenever it thinks fit, register an increase of members of the Girls' Brigade Council.

The members of the Girls' Brigade Council are:

- All Office Bearers for the time being of GBNI, ie. President, Vice-President, Chairperson, Chaplain, Company Secretary and Honorary Treasurer.
- Board of Trustees.
- Chaplain(s)/Commissioned Officers elected by each district as follows: two representatives for every district.
- A minimum of two Youth Forum members between 18-25 years of age on 1st July in the year of appointment and who shall be selected by an interview procedure.
- Such other members as shall be agreed by Girls' Brigade Council in a General Meeting.

Membership of the Girls' Brigade Council must be recorded in the Register of Members.

The rights and privileges of every member shall be personal to themselves, and they shall not be transferable by personal act or by operation of law, and shall cease upon death of the member.

Any member may withdraw from the Girls' Brigade Council by giving notice in writing to the Girls' Brigade Council of their intention to do so. This membership shall cease on receipt of the written notice.

Any member of Girls' Brigade Council may at any time, by notice in writing to the Chairperson, require a member of Girls' Brigade Council to withdraw. The Board of Trustees will conduct an investigation, and the outcome may be:

- No further action taken
- Temporary suspension
- Cease to be a member of Girls' Brigade Council - in this outcome, the individual will be removed from the register of members of the Girls' Brigade Council

An appeal process will be available to the member and advised by the Board of Trustees.

Board of Trustees

1. Purpose, Powers and Duties

- a. The Board of Trustees of GBNI is an elected body whose purpose and legal obligation is to provide vision, good governance and strategic direction. Through a cycle of monitoring, evaluation and review with regular meetings, prayer and discussion to the Board of Trustees will ensure the delivery of the organisational purpose. Board of Trustees' members may seek the views of Girls' Brigade Council and will work closely with the CEO or equivalent and senior staff team as required.
- b. No member of the Board of Trustees shall be appointed to any Office of GBNI and be paid by salary or fees or receive any remuneration or other benefit in money or benefit in kind from GBNI.
- c. The Board of Trustees operates within good governance guidelines. They undertake to review these regulations when necessary, which will be approximately every five years, to ensure they are up to date and still meeting the needs of the organisation. As required by Company Law, this will be done in consultation with the Girls' Brigade Council and full GBNI membership.
- d. The business of the Company shall be managed by the Trustees, who may discharge all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company in line with Company Law.
- e. The Trustees may, from time to time and at any time by power of attorney request or appoint any person or body of persons to provide professional expertise to assist in conducting Board of Trustees business.

2. Indemnity of Trustees

- a. In the management of the affairs of the Company, no Trustee shall be liable for any loss to the property of the Company arising by reason of improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment) or for the negligence or fraud other than willful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.
- b. Subject to the provisions of Company Law, but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall be indemnified out of the assets of the Company against any liability incurred by him/her in the execution and discharge of their duties.

3. Membership and election

- a. The Board of Trustees shall not exceed sixteen in number, comprising at least the following Office Bearers: President, Vice-President, Chairperson, Chaplain and Honorary Treasurer. (The Honorary Treasurer may be co-opted by the Board of Trustees).
- b. GBNI Chaplain must be a serving GB Chaplain.
- c. The Annual General Meeting of GBNI shall confirm new appointments to these Offices.
- d. Board of Trustees may serve for a four-year term followed by a break of one year.
- e. Office Bearers may serve for a four-year term upon nomination to any Office bearing position. This must be followed by a break of one year before nomination to any other Office.
- f. Applications will be sought from Youth Representatives for one Youth Rep to serve on each Team.

Applications should be made in writing in addition to the consent of the nominee and received at GBNI Headquarters (GBHQ) by the required deadline. The voting shall be done by electronic means. Should there be insufficient representation from a particular grouping then, further nominations will be adjudicated upon by Board of Trustees.

- g. The Term of Office for Representatives is four years, ceasing at the close of the AGM of GBNI. Representatives must take a break of one year before any re-nomination to any role. In the event of a casual vacancy occurring for a Representative, such vacancy may be filled by ballot within the Board of Trustees. Any person filling a casual vacancy may hold Office until the end of the following AGM. In the event of two Representatives polling an equal number of votes, the Chairperson will have the casting vote.
- h. In addition to this number there should be a minimum of two GBNI youth members 18 - 25 years of age on 1st July in the year of appointment and who shall be selected by an interview procedure.
- i. The Board of Trustees, with the approval of the Girls' Brigade Council, shall have power to co-opt not more than three persons to act with them for a maximum of four years. This may, in particular circumstances, include people who are otherwise considered ineligible. Such co-opts may vote upon any resolution brought before the Board of Trustees.
- j. Members of the Board of Trustees shall be ex-officio members of Girls' Brigade Council and shall be entitled to one vote for each person.

Sub-groups

- a. The Board of Trustees shall have power to form sub-groups consisting of one or more Trustees as they think fit, and other persons co-opted by the Board of Trustees
- b. Such sub-groups may be advisory only, or the Board of Trustees may delegate to them the exercise of any of its powers.
- c. Any such sub-groups shall conform to any regulations imposed upon it by the Board of Trustees and shall provide reports of its acts and proceedings to the Board of Trustees as soon as possible.

The meetings and proceedings of sub-groups shall be Minuted.

4. Borrowing Powers

The Trustees may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

5. Disqualification of a Trustee from the Board of Trustees

- a. **Removal of a Trustee:** A general meeting of the Girls' Brigade Council may remove any Trustee from Office at any time.

Removal can take place only by Girls' Brigade Council passing an ordinary resolution. At least 28 days' notice must be given to the GBNI Chairperson unless it relates to the Chairperson, then notice must be given to the CEO or equivalent and at least 21 clear days' notice to the membership of Girls' Brigade Council. Once GBNI receives such notice, it must immediately send a copy to the Trustee concerned. They have a right to be heard at the General Meeting. They also have the right to make a written statement of reasonable length. If the statement is received in time, it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the meeting.

- b. **Disqualification of a Trustee:** A Trustee shall cease to hold Office if he/she:
- Ceases to be a Trustee by virtue of any provision in the Act, or is disqualified from acting as a Trustee by virtue of the Act (or any statutory re-enactment or modification of that provision).
 - Becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs.
 - Resigns Office by notice to GBNI (but only if at least two Trustees will remain in Office when the Notice of Resignation is to take effect).
 - Is absent, without apology, to the Board of Trustees or any Team, from three consecutive meetings held within a period of one year, and the Board of Trustees resolve that his/her Office be vacated.

6. Records and accounts

- a. The Board of Trustees shall require full accounting records to be kept in accordance with Company Law.
- b. The accounting records shall be kept at the Company's Registered Office and shall always be open to inspection as required by Company Law.
- c. The Board of Trustees must keep proper records of:
- all proceedings at General Meetings
 - all proceedings at Board of Trustees meetings
 - all reports of sub-groups
 - all professional advice obtained.

7. Audit

Auditors shall be appointed, and their duties regulated in accordance with SORP, by the Board of Trustees every three years.

8. Teams

The Board of Trustees shall have power to form Teams. The Team Leader will be appointed from within the membership of the Board of Trustees. Team Leaders may serve for a maximum of four years on any team. Such Teams may be advisory only, or the Board of Trustees may delegate to them the exercise of any of its powers.

The President and Vice-President may attend Team Meetings as desired, ex-officio, although it is not a compulsory requirement of the role.

Any such Teams shall have terms of reference provided to them by the Board of Trustees and shall conform to any regulations imposed upon them by the Board of Trustees and shall minute all meetings and provide reports of its acts and proceedings to the Board of Trustees as soon as possible. The following are examples of Teams:

- Activities Team
- Duke of Edinburgh's Award Team
- Youth Forum
- PE Team
- Programme Team
- Spiritual Team
- The Queen's Award Team
- Training Team

GBNI Youth Forum

GBNI Youth Forum is GBNI's youth-led decision-making body formed to ensure effective youth participation at every level of the organisation. Any young person age 14-25 in GBNI can be a member whether or not they are a member of the Youth Forum Core Team or attend meetings and/or events. Youth Forum Core Team is comprised off up to three Board of Trustees Youth Reps and two Reps from each district. Only young people over 18 can sit on GBNI Board of Trustees or District Executives.

Districts

Six or more companies in any town or locality may, with the sanction of Girls' Brigade Council, form a district under an agreed name. A district shall automatically cease to exist if the number of companies shall be less than six on two consecutive Annual Returns. If in special circumstances it desires to continue as a district with less than this number, special application must be made to the Girls' Brigade Council.

A District shall be governed by the District Executive and shall consist of the following:

- One Captain or Officer from each company.
- One Chaplain.
- A minimum of two youth representatives age 18-25. These young people shall automatically become Youth Forum members as per Regulation No. 2.
- Reserve Officers may be co-opted on to the District Executive and may hold positions of Office for a period of four years at a time subject to the same conditions as all other post holders. Each company shall advise the District Secretary of the name of their representative to the District

Executive seven days prior to the District Executive Annual General Meeting. A District Executive can still operate legally with vacancies in any of the categories above or any Office Bearer roles.

- All GB Officers who are members of the Board of Trustees shall also be members of their District Executive.

The District Executive shall annually elect from among its members the following Office Bearers, Chairperson, Chaplain, District Commissioner, Assistant District Commissioner, Honorary Treasurer and Honorary Secretary. All District Executive members are eligible to hold any Office within their district for a four-year term. This must be followed by a break of one year before nomination to any other office within the district. Whilst the Term of Office is four years, you may choose to serve for only one, two or three years. In the event of not being able to fill a role, the district should refer to Board of Trustees. The District can, if necessary, co-opt special advice ie. the role of Treasurer in the event that a Commissioned Officer is not available.

The District Executive shall be responsible to the Girls' Brigade Council for the following:

- Ensuring the general efficiency of the district in accordance with this Constitution.
- Collection of annual contributions from each company, such contribution to be determined by the District Executive from time to time.
- Ensuring that meetings of the District Executive are held at least three times a year with a quorum of at least one-third of those entitled to attend.
- Appointing sub-committees as are required from time to time.

The District Commissioner shall be responsible through the District Executive to the Girls' Brigade Council for the faithful discharge of the obligations into which District Officers shall be required to enter on taking up their appointments.

The District Executive, comprising all Officers, Sub-Officers, Associate Leaders of the District, shall hold an Annual General Meeting not later than the 15th of May in each calendar year. Each company, all Reserve Officers and Past Members shall receive 14 days' notice of this meeting. Each company shall have the right to one vote. Reserve Officers and Past Members shall not be eligible to vote.

The District Executive shall be entitled to nominate two Commissioned Officers as representatives to the Girls' Brigade Council. The elected Representatives shall report the business of the Girls' Brigade Council to the District Executive. All the Girls' Brigade Council members are eligible to hold any Office within their district for a four-year term. This must be followed by a break of one year before nomination to any other Office within the district. Whilst the Term of Office is four years, you may choose to serve for only one, two, or three years.

The District Executive shall also nominate suitably qualified and experienced representatives to Teams as required by the Girls' Brigade Council. Should the appointed Representatives be unable to attend Team Meetings due to ill health, holidays etc. then the district can send someone to a meeting in their place. Team Members may serve for a four-year term. This must be followed by a break of one year before nomination to any team. Whilst the Term of Office is four years, Team Members may choose to serve for only one, two or three years.

The District Executive shall forward nominations for GBNI President, Vice-President, Chairperson, GBNI Chaplain(s) and Girls' Brigade Council members to GBHQ if and when required by electronic means.

With the approval of the Girls' Brigade Council, the District Executive shall admit new companies within its area, make rules for the effective management of the district, and generally do what is necessary to promote the interests of GBNI.

Each district shall furnish GBHQ with such details of its accounts and work for the year as may be requested.

GB Company

A GB Company must be affiliated to a church or mission of an approved Christian denomination that is responsible for the proper conduct of the company and is specially charged with the duty of ensuring that the spiritual part of the work is consistently maintained. All GB company leaders (eg. Captains, Officers and other ranks) are appointed by the church. Therefore, the church has the ultimate responsibility for appointments and choosing when the time is right for a Captain, Officer, and/or volunteer to step down or move into service in another area of the church, irrespective of age. This is so the leadership in a company best meets the church's needs, ensures adequate numbers of leaders, meets Child Protection guidelines and, whilst valuing age and experience, allows for emerging leaders to be brought forward.

The names of all Captains, Officers and leaders shall be recorded at GBHQ. It is essential that the Captain and all Officers be church members of any denomination. The church shall be empowered to withdraw the Commission of any Officer of GBNI who shall persist in conduct not befitting an Officer of GBNI and/or conduct contrary to the ideals of GBNI. Such Officer shall have no authority to use the registered titles, uniform and badges of GBNI.

A church or mission wishing to form a GB company should apply to the GBNI National Secretary. The National Secretary shall notify the Girls' Brigade Council at the next meeting or by any other means deemed acceptable the acceptability of that company to be affiliated as a member company of GBNI, following a visit by GBNI National Secretary. To be eligible for affiliation, the company must have a membership of at least ten girls and have had at least six weekly meetings as a prospective company. Before registration, the church shall sign an Agreement with GBNI agreeing to abide by its policies and this Constitution. Each church must furnish the National Secretary with an up to date copy of its Public Liability Insurance when completing the Annual Partnership Agreement. The church to which the company is affiliated shall be responsible for ensuring that the company's accounts are incorporated into the church's accounts and are subject to audit or independent examination. The distinctive titles and numerals of new companies and districts shall be confirmed or allocated by the National Secretary regarding any recommendations submitted for consideration.

In consultation with the Brigade Council, the National Secretary shall be empowered to withdraw the registration of a company in extreme circumstances after discussions with the company and church in the following instances:

- If it persists in conduct contrary to the ideals of GBNI.
- If the Captain/Acting Captain repeatedly does not provide information to GBHQ when requested, eg. Annual Returns
- For refusal to pay annual assessments and other fees as required. (Companies who have difficulty paying their fees should contact GBNI National Secretary to discuss their specific situation.)
- It openly contravenes the rules as set down in these regulations. After that, such a company shall cease to be recognised as a unit of GBNI and shall have no authority to use the registered titles, uniforms, and badges of GBNI.

Alteration to existing titles must receive official sanction from the National Secretary. An individual company is not a branch of GBNI for legal or financial purposes and must not use the Inland Revenue charity reference number in its documentation.

All members shall be encouraged to attend church, Bible class, Sunday school, or other places of worship.

A GB Company must be composed of:

- A Chaplain can be an ordained Minister, Deaconess or other person appointed by the oversight of the church. If the position of Chaplain is vacant for more than two years, then the church must appoint another person to act in this role within the GB company. The Chaplain, recognised by GBNI as the most senior Officer in the company, in consultation with the church, shall have overall responsibility for the oversight of a company. Together with the Chaplain, Captain and church shall ensure the efficient running of a company and adherence to GBNI's Aim and Principles.
- Each company shall be under the command of a Captain. Captains shall be members of a church or mission and should be at least 21 years of age.
- The Captain is responsible for the conduct, wellbeing and general organisation of all sections of the company. She should be present on company nights.
- Officers appointed by the church shall have signified their acceptance of membership in that capacity by following the Aim of GBNI and successfully completing GBNI Officer Training as agreed by the National Secretary. Further training courses should be completed at intervals as prescribed by the National Secretary. All Officers of the company shall have attained the age of 18 years. Officers shall receive their Commissions from GBHQ and are not entitled to use rank, title or uniform until they have been commissioned.
- Sub-Officers appointed by the church shall have signified their acceptance of membership in that capacity by following the Aim of GBNI and successfully completing GBNI Sub-Officer Training as agreed by the National Secretary. Further training courses should be completed at intervals as prescribed by the National Secretary. All Sub-Officers of the company shall have attained the age of 16 years. Sub-Officers shall receive their Commissions from GBHQ and are not entitled to use rank, title or uniform until they have been commissioned.
- Other ranks and volunteers 18+, appointed by the church, whom shall signify their acceptance of membership in that capacity by declaring their acceptance of and following the Aim, Principles and Rules of GBNI.

Past Members' Association and Reserve Officers

On leaving the company, an Officer at once resigns from her position in the company. An Officer who is no longer involved in company work may join the Past Members' Association, or if they are still willing to help out from time to time in GBNI or within her district as required, may be placed on the List of Reserve Officers, subject to the sanction of their church. A registration form must be completed and sent to GBHQ annually.

Reserve Officers may be called on to help Captains in need of support, steward and/or supervise at events, provide administrative support or sit on a team. The Reserve List is managed by GBHQ, and Reserve Officers are accountable to the National Secretary. The title 'Reserve Officer' applies to everyone within this group irrespective of the position held previously in a company. Uniforms may continue to be worn where appropriate after retirement.

If active service is resumed within five years, no further training is required, but if the period of inactivity exceeds five years, the Officer will be required to complete the Refresher Officers' Training Course.

Structure of a GB company

A GB Company shall be divided into age groups determined on 1st July and known by the following names:

- Explorers: 3 - 7 years (Girls can either join on their 3rd birthday or Sept following 3rd birthday)
- Juniors: 8 - 10 years
- Seniors: 11- 13 years
- Brigaders: 14 - 18 years
- Associates: 19+

GB Company Administration

Annual Returns: GBNI Year shall commence on 1st June and end on 31st May of the following year. Each year, a GB company shall furnish GBHQ with such details of its membership and work, along with a copy of an up to date Public Liability Insurance Certificate.

A record shall be kept of the attendance of Officers and girls at meetings so that information can be provided to GBHQ when requested.

Fees: The following fees shall be payable to GBHQ as and when required by the GBNI Board of Trustees to include:

- Annual Assessments to cover the overall running of GBNI eg. insurance, programme, activities, training, postage, GBHQ expenditure.
- Annual fees to GB Europe and GB International.
- Other fees as may be occasionally required in emergencies.

GB International/GB Europe

GB International: The appointment of the delegation to represent GBNI at the International Conference of Girls' Brigade (ICGB) and any other International Teams shall be done by application and selection. This is to ensure fairness and making sure delegates have the correct skill base and leadership qualities to successfully represent GBNI at an International level. The President and Vice-President may be included as delegates as they have already undergone a selection process relevant to their position.

GB Europe: The appointment of delegates to GB Europe Executive will include at least the GBNI National Secretary, President, two Youth Reps to represent GBNI who will demonstrate an interest in the work of GB Europe and a desire to move forward with its Vision and Mission.

Meetings and Voting

GBNI shall determine such meetings, as detailed below, and all procedural and regulatory instructions shall be described in these Regulations. This instruction shall include details of communication procedures, eligibility for attendance, resolution and election of Office Bearers.

Board of Trustees

The Board of Trustees may meet together to dispatch business, adjourn, and otherwise regulate their meetings as they think fit.

Quorum: Unless and until otherwise determined by the Board of Trustees, the quorum necessary for the transaction of the business of the Board of Trustees shall be five Trustees personally present.

A majority of votes shall decide decisions required at any meeting. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

Three members of the Board of Trustees, and the CEO or equivalent, may on the requisition of the Chairperson, at any time, summon a meeting of the Board of Trustees.

Minutes shall be recorded at all meetings of the Board of Trustees, recording:

- All appointments are made by the Board of Trustees.
- The names of the Trustees present at each meeting of the Board of Trustees and any sub-groups of the Committee.
- All resolutions and proceedings of all meetings.

A resolution in writing signed by not less than a third of the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly called and constituted.

All acts done by any meeting of the Board of Trustees or by any person acting as Trustee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in Office of any such member, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, or had duly continued in Office, and was qualified to act as a member of the Board of Trustees.

Should there be vacancies of membership on the Board of Trustees reducing the number to its quorum or less, the members of the Board of Trustees may act for the purpose of increasing the number of members to that number, or to summon a General Meeting of Girls' Brigade Council.

The Board of Trustees may convene an Extraordinary General Meeting of Girls' Brigade Council as they deem appropriate. Such a meeting may also be convened by members of Girls' Brigade Council, pursuant to the provisions of the Companies Act 2006.

Girls' Brigade Council

Girls' Brigade Council Meetings - Girls' Brigade Council shall convene at least three meetings each year for the purpose and powers of strategic development, ministry and strategic direction of GBNI; organisation; training; support and fellowship; entrusting the vision, policy setting and monitoring; and compliance within the law:

Every meeting of Girls' Brigade Council shall be convened by seven clear days' notice in writing to the members of Girls' Brigade Council.

Quorum: The quorum for Girls' Brigade Council shall be one-quarter of those entitled to be present in person. No business shall be transacted at any General Meeting unless a quorum of members is personally present at the time when the meeting proceeds to business. If within half an hour from the time appointed for the meeting a quorum is not present, it shall stand adjourned to another date as determined by the Board of Trustees; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

The Chairperson shall act as Chairperson for every General Meeting of Girls' Brigade Council. If the Chairperson is unavailable, the Board of Trustees will appoint a Chairperson from the current members of the Board of Trustees. If no Board of Trustees member is available to chair the meeting, the meeting will be adjourned.

Adjournment of a meeting: The Chairperson may, with the consent of any meeting at which a quorum is present, adjourn the meeting if necessary. When reconvened, this meeting shall only transact business left unfinished by the previously adjourned meeting. When a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given, as in the case of an original meeting. If the adjourned meeting takes place within thirty days, it shall proceed as before, without the need for such notice.

Voting: Every member of Girls' Brigade Council shall have one vote on behalf of their District, which should be exercised after consultation with their District Executive.

At any Meeting of Girls' Brigade Council, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- by the Chairperson; or
- by at least three members present in person and entitled to vote; or
- by a member or members present in person representing not less than one-tenth of the total voting rights of all voting members at the meeting.

If a poll is demanded it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken straight away.

In the event of a poll, votes must be given personally or by electronic means.

Unless a poll is demanded, a declaration will be made by the Chairperson that a resolution has been either:

- carried unanimously;
- carried by a particular majority.

The outcome of any vote shall be recorded in the minutes. This shall be conclusive evidence of the outcome of the vote, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the vote takes place shall be entitled to a second or casting vote.

Unless the law says otherwise, and provided the Board of Trustees agree, members of Girls' Brigade Council may pass a valid resolution without a meeting being held. But for the resolution to be valid:

- It must be in writing.
- It must be agreed by a majority of Girls' Brigade Council members and at least two identical copies signed by Girls' Brigade Council members. The outcome of the vote and signed copies will be recorded and added to the next meeting's minutes.

Record of meetings: Minutes shall be recorded at all meetings of Girls' Brigade Council, recording:

- All appointments are made by the meeting.
- The names of the members present at each meeting.
- All resolutions and proceedings of all meetings.
- The outcome of any votes.

Notices: A notice may be given by GBNI to any member of Girls' Brigade Council, either personally or by sending it by post or by email to their registered address, or (if they have no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by the member of Girls' Brigade Council to the Company for the giving of notices.

Where a notice is sent by post, service of the notice shall be deemed to be properly served 48 hours after posting if posted by second class.

Where a notice is sent by email, it will be treated as properly sent 24 hours after having been successfully sent.

If a member of Girls' Brigade Council has no registered address within the United Kingdom and an address has not been supplied to GBNI within the United Kingdom for the giving of notices, a notice addressed to them and displayed at the Registered Office shall be deemed to be duly given on the expiration of twenty-three hours after it has been displayed.

Notice of every General Meeting shall be given in the same manner hereinbefore authorised to every member of Girls' Brigade Council, except those members who (having no registered address within the United Kingdom) has not supplied to GBNI an address for the giving of notices to them, and also to the auditors for the time being of the charity. No other persons shall be entitled to receive notices of General Meetings.

Annual General Meeting

An Annual General Meeting (AGM) of GBNI, which all Associate members are eligible to attend, shall be held no later than 30th September in each calendar year. This meeting shall take place at such time and place as is prescribed by the Board of Trustees and shall be specified as such in the notices calling it.

Every General Meeting (whether Annual or Extraordinary) shall be convened by twenty-one clear days' notice in writing to the Auditors and to the members of Girls' Brigade Council and membership. The notice of the meeting shall specify the general nature of the business to be transacted during the meeting and to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive the same shall not invalidate the proceedings at the meeting.

At an Extraordinary General Meeting, unless stated below as an exception, all business shall be deemed special.

Exceptions include:

- The consideration of the Accounts and Balance Sheets;
- The ordinary reports of the Board of Trustees and Auditors;
- The election of members of the Board of Trustees in the place of those retiring; and
- The appointment of the Auditors and the fixing of the Auditors' remuneration.

GBNI Membership Meetings

When necessary, all Associate members will be called to Membership Meetings to discuss and vote on important issues. Girls' Brigade Council and Board of Trustees will take results of this voting procedure into consideration.



**COMPANIES (NORTHERN IRELAND) ORDER 1986
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
of
THE GIRLS' BRIGADE NORTHERN IRELAND**

1. The name of the Company is "The Girls' Brigade Northern Ireland"
2. The Registered Office of the Company will be situated in Northern Ireland.
3. **Objects of the Company.**

The objects for which the Company is established are to promote, extend and maintain Christian belief and behaviour primarily in girls. This is done through the formation and development of local groups for the purposes of training and encouraging such members to follow the standard set by the Lord Jesus Christ for the whole of life and to provide positive Christian teaching regarding the social issues facing them in their growing and adult lives.

4. Powers of the Company

With the agreement of the Trustees of The Girls' Brigade Northern Ireland being an unincorporated charitable association set up under a Constitution dated 1 September 1996 and under Inland Revenue Charity Reference Number NI000689 to take over and succeed the work of The Girls' Brigade Northern Ireland as carried out heretofore and to have the benefit of any goodwill associated with The Girls' Brigade Northern Ireland and where necessary to transfer all assets and liabilities of The Girls' Brigade Northern Ireland and to indemnify the Trustees of The Girls' Brigade Northern Ireland in respect thereof.

In furtherance of the Objects but not otherwise the Company shall pursue the Objects by the following means and with the following powers: -

- a. Form and maintain Girls' Brigade groups.
- b. Instruct and train members in activities that reflect, and enable the fulfilment of, the objects of the Company. This will ensure that members are encouraged in Christian faith and citizenship and in the pursuit of general betterment. Such training will seek to awaken in members a sense of their responsibility in life, a determination to make the best use of all their gifts and skills, and to develop a life of Christian response.
- c. Arrange for the practical equipping of Girls' Brigade work with all that is necessary for use amongst its members.
- d. Provide and maintain a corporate image for its members which will include the badge and uniform of the Brigade.
- e. Produce, print and publish anything in any media.
- f. Promote or undertake study or research and disseminate the results of such.
- g. Provide or procure the provision of services eg. training, consultancy, advice, support, counselling or
- h. guidance.

- i. Promote and advertise the Company's activities.
 - j. Raise funds and borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any legal and appropriate way and, in particular, upon the security by way of mortgage charge, debenture or otherwise however on all or any part of the property of the Company.
 - k. Raise funds and carry on trade but not by means of taxable trading. This means carrying on a trade or business for the principle purpose of raising funds and not for the purpose of actually carrying out the objects of the charitable company, the profits of which are subject to corporation tax
 - l. Undertake any charitable trust.
 - m. Invest any money that the Company does not immediately need in any investments, securities or properties; and to set aside funds for special purposes or as reserves.
 - n. Draw, make, accept, endorse, discount, execute and issue promissory notes, bills and cheques and other instruments and to open and operate banking accounts and other banking facilities.
 - o. Employ and pay any employees, Officers, servants and professional or other advisers, whose services are required for the carrying out of the Objects of the Company.
 - p. Make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants.
 - q. Subject to any consent required by law, to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort, and any rights or privileges necessary or convenient to the promotion of the Objects.
 - r. Construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land.
 - s. Establish, promote and otherwise assist any limited company or companies or other body for the purpose of acquiring any property or of furthering in any way the Objects of the Company or to undertake trading and to establish such limited company or companies or other body either as wholly owned subsidiaries of the Company or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription on commercial terms provided that the Company shall seek professional legal advice before financing such companies.
 - t. Establish, support or join with any charitable companies, institutions, societies or associations whose Objects are the same as or similar to its own.
 - u. Transfer to or to purchase or otherwise acquire from any of the charities, institutions, societies or associations with which the Company is authorised to join, any property, assets or liabilities and to perform any of their engagements.
 - v. Enter into any arrangements with any governments, authorities or any person, company or association.
 - w. Do anything else within the law that helps promote the Objects of the Company.
5. The income and property of the Company shall be applied solely towards the promotion of its Objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company. No member of its Trustee shall be appointed to any Office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

Provided that the above be adhered to, payment may be made in good faith by the Company as follows: -

- a. Usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion.
 - b. Reasonable and proper remuneration to any member, officer or servant of the Company who is not a member of its Trustee, for any services rendered to the Company.
 - c. Interest on money lent by any member of the Company or of its Trustee, at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees.
 - d. Reasonable and proper rent for premises demised or let by any member of the Company or of its Trustee.
 - e. Fees, remuneration or other benefit in money or money's worth to a company of which a member of the Trustee may also be a member holding not more than 1/100th part of the capital of that company; and
 - f. To any member of its Trustee reasonable out-of-pocket expenses.
6. The liability of the members is limited.
 7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he/she is a member or within one year afterwards. This is for payment of the debts and liabilities of the Company contracted before the time at which they cease to be a member, and for the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves. This contribution, if required, will not exceed one Pound (£1.00).
 8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property this shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institutions. Any such charitable institutions should have objects similar to those of the Company and shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 5 hereof. The choice of any such institutions or institution will be made by the members of the Company at or before the time of dissolution. If the property cannot be distributed as described, it may be given to some other charitable object.