

## Memorandum of Association

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### The Prince of Wales's Leinster Regiment (Royal Canadians)

#### *Interpretations in the context of this Memorandum*

- i. "Indemnify": provide compensation for current loss/damage/ expense etc. incurred when performing an authorised duty on behalf of the Association unless specifically exempted within this Memorandum
- ii. "Loss": refers to financial loss not physical property loss.

- 1) The Association's name is PRINCE OF WALES'S LEINSTER REGIMENT ASSOCIATION
- 2) The Association's nominated office is to be situated at a place in accordance with the Association's bye laws.
- 3) The Association's objects (the Objects) are;
  - a) To actively promote and commemorate the memory of The Prince of Wales's Leinster Regiment (Royal Canadians) its antecedents and all those who served in the Regiment by all means.
  - b) To perpetuate and commemorate the traditions of the Regiment
  - c) To provide opportunities for members of the Association to keep in touch through organised events and activities.
- 4) In addition to any other powers it may have, the Association has the following powers in order to further the Objects (but not for any other purpose):
  - a) To raise funds; in doing so, the Association when undertaking any substantial permanent trading activity must comply with any relevant statutory regulations;
  - b) To borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed.
  - c) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - d) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - e) To acquire, merge with or to enter into any partnership or joint venture arrangement with any other club, association or Association formed for any of the Objects;
  - f) To set aside such funds as deemed appropriate by the Officers as a reserve against future expenditure and in accordance with a written policy about reserves;
  - g) To, in the same manner and subject to the same conditions as if they were the trustees of a trust are permitted to do by the Trustee Act 2000;
    - (i) Open suitable bank accounts necessary for the operation and maintenance of the Association.
    - (ii) Deposit or invest funds.
  - h) To do all such other lawful things as are necessary for the achievement of the Objects;
- 5) Liabilities: The Association shall indemnify an Officer against
  - a) Any personal expenditure that by virtue of any rule of law is attached to an Officer as a result of performing the authorised duty of that Officer on behalf of the Association.
  - b) The following liabilities are excluded from sub-clause (5)(a)

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- i) Any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the performance of the authorised duty approved by the Association.
  - ii) Fines.
  - iii) Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Officer or other officer.
  - iv) Liabilities to the Association that result from conduct that the Officer or other officer who knew or must be assumed to have known was not in the best interests of the Association or about which the person concerned did not care whether it was in the best interests of the Association or not.
- 6) Income & Property:
- a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
  - b) An Officer is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association and with the agreement of the Officers.
  - c) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This does not prevent a member who is not also an Officer receiving:
    - i) a benefit from the Association in the capacity of a beneficiary of the Association;
    - ii) reasonable and proper remuneration for any goods or services supplied to the Association
  - d) No Officer may:
    - i) be employed by or receive any remuneration from the Association;
    - ii) receive any other financial benefit from the Association unless the payment or transaction is previously and expressly authorised in writing by the Committee;
    - iii) "Officer" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Officer or any person living with the Officer as his or her partner.
- 7) Winding Up
- a) **Members Liability:** Every member promises, if the Association is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Association incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves
  - b) The members of the Association may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
  - c) directly for the Objects; or
  - d) by transfer to any Association or charities for purposes similar to the Objects; or
  - e) to any Association for use for particular purposes that fall within the Objects;

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- f) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association and if no such resolution is passed by the members or the Officers the net assets of the Association shall be applied for charitable purposes as directed by the court.

*We, the persons whose names and addresses are written below, propose that the Constitution of The Prince of Wales's Leinster Regiment (Royal Canadians) Regimental Association is replaced with this Memorandum of Association and Articles & Rules of the Association..*

*Mr David Ball*

*7 Nethercombe House, Ruthin Road, Blackheath, London SE3 7SL*

*Mr Donald George Dickson*

*Fir Trees, 12 Fryer Close, Chesham, Bucks, HP5 1RD*

*Mr Ian Lowe*

*42 Woodridge Avenue, Marford, Wrexham, LL12 8SS*

*Colonel P S Walton,*

*1 Walkhurst Cottages, Walkhurst Road, Benenden, Cranbrook, TN17 4DS*

Dated 17 April 2010

# ARTICLES AND RULES OF THE ASSOCIATION

## PRINCE OF WALES'S LEINSTER REGIMENT (ROYAL CANADIANS) ASSOCIATION

### 1. MEMBERS

- a) Annual membership is open to other individuals who pay the appropriate subscription fee and who
  1. agree to abide by and support the Objects of the Association;
  2. apply to the Association in the form required by the Officers; and are approved by the Officers;
  3. the Officers may only refuse an application for membership if, when acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application;
  4. the Officers must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
  5. the Officers must consider any written representations the applicant may make about the decision; the Officers' decision following any written representations must be notified to the applicant in writing but shall be final;
  6. Membership is not transferable to anyone else.

### 2. CLASSES OF MEMBERSHIP

- a) The Officers may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

### 3. TERMINATION OF MEMBERSHIP

- a) Membership is terminated if:
  1. the member dies;
  2. the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
  3. any sum due from the member to the Association is not paid in full within five months of it falling due;
  4. The member is removed from membership by a resolution of the Officers that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
    - a. the member has been given at least twenty-one days' notice in writing of the meeting of the Officers at which the resolution will be proposed and the reasons why it is to be proposed;
    - b. The member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.

# ARTICLES AND RULES OF THE ASSOCIATION

## 4. GENERAL MEETINGS

- a) The Association must hold its first annual general meeting within eighteen months after the date of its formation.
- b) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- c) All general meetings other than annual general meetings shall be called ordinary general meetings.
- d) The Officers may call an ordinary general meeting at any time.

## 5. NOTICE OF GENERAL MEETINGS

- a) The date of General Meetings shall be published on the Association web site.
- b) The minimum periods of notice required to hold a general meeting of the Association are:
  - 1. twenty-one clear days for an annual general meeting or an extraordinary general meeting called for the passing of a special resolution;
  - 2. Seven clear days for all other ordinary general meetings.
- c) A general meeting may be called by shorter notice if it is so agreed:
  - 1. in the case of an annual general meeting, by all the members of the elected committee;
  - 2. in the case of an extraordinary general meeting, by a majority of the elected committee.
- d) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- e) The notice must be given to all the members and to the Officers. Publication of the date of General Meetings on the Association web site in accordance with condition 5a and 5b shall be considered as satisfying this requirement.
- f) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Association.

## 6. PROCEEDINGS AT GENERAL MEETINGS

- a) No business shall be transacted at any general meeting unless a quorum is present.
- b) A quorum is:
  - 1. Twelve members entitled to vote upon the business to be conducted at the meeting.
- c) If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned for 30 minutes.
- d) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- e) General meetings shall be chaired by the person who has been appointed to chair meetings of the Officers.
  - 1. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting an Officer nominated by the Officers shall chair the meeting.
  - 2. If there is only one Officer present and willing to act, he or she shall chair the meeting.
  - 3. If no Officer is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and who are entitled to vote must choose one of their number to chair the meeting.
- f) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result a poll is requested:
  - 1. by the person chairing the meeting; or

# ARTICLES AND RULES OF THE ASSOCIATION

2. by at least two members having the right to vote at the meeting.
- g) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- h) The result of the vote must be recorded in the minutes of the Association but the number or proportion of votes cast need not be recorded.
- i) If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

## 7. VOTES OF MEMBERS

- a) Subject to Articles 6 i) and the next paragraph, every member, whether an individual or an organisation shall have one vote.
- b) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Association
- c) Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Association. The organisation must give written notice to the Association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Association. The nominee may continue to represent the organisation until written notice to the contrary is received by the Association.

## 8. COMMITTEE OFFICERS

- a) An Officer must be a natural person aged 18 years or older.
- b) Officers shall be elected at the AGM for a period of two years except in the first year of introduction of these rules when, to comply with rule 8c, fifty percent of the Officers shall be elected for one year..
- c) Fifty percent of the Officers shall stand down every alternate year on a rotational basis.
- d) Retiring Officers may put themselves forward for re-election.
- e) The number of Officers shall be not less than two but and shall not be subject to any maximum.
- f) The Officers may appoint (co-opt) a person who is willing to act to be an Officer provided that the co-opted persons stands for election at the next AGM.

## 9. POWERS OF COMMITTEE OFFICERS

- a) The Officers shall manage the business of the Association and may exercise all the powers of the Association unless they are subject to any restrictions imposed by these rules or any special resolution.
- b) No alteration of these rules or any special resolution shall have retrospective effect to invalidate any prior act of the Officers.
- c) Any meeting of Officers at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Officers.
- d) A Quorum of the Committee shall number three elected Officers unless the total number of serving Officers is below three, in which case two Officers shall be the Quorum.

## 10. MINUTES

- a) The Officers must keep minutes of all:
  1. appointments of the Officers;
  2. proceedings at meetings of the Association;
  3. meetings of the Officers and committees of Officers including:
    - a. the names of the Officers present at the meeting;

# ARTICLES AND RULES OF THE ASSOCIATION

- b. the decisions made at the meetings; and
- c. where appropriate the reasons for the decisions.

## 11. ACCOUNTS

- a) The financial shall commence on the 1<sup>st</sup> of January and close on the 31<sup>st</sup> January.
- b) The Officers must prepare for each financial year accounts. The accounts must be prepared to show a true and fair view and follow accounting standards and recommended practice.
- c) The Accounts shall be presented at the Annual General Meeting.

## 12. BYELAWS

- a) The Officers may from time to time make such reasonable and proper bye laws as they may deem necessary or expedient for the proper conduct and management of the Association.
- b) The bye laws shall be binding on all members of the Association. No bye law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or these rules or the Objects of the Association.

*We, the persons whose names and addresses are written below, propose that the Constitution of The Prince of Wales's Leinster Regiment (Royal Canadians) Regimental Association is replaced with the Memorandum of Association and these Articles of the Association*

*Mr David Ball*

*7 Nethercombe House, Ruthin Road, Blackheath, London SE3 7SL*

*Mr Donald George Dickson*

*Fir Trees, 12 Fryer Close, Chesham, Bucks, HP5 1RD*

*Mr Ian Lowe*

*42 Woodridge Avenue, Marford, Wrexham, LL12 8SS*

*Colonel P S Walton,*

*1 Walkhurst Cottages, Walkhurst Road, Benenden, Cranbrook, TN17 4DS*

**Dated 17 April 2010**

**Bye Laws**  
**the Prince of Wales's Leinster Regiment (Royal Canadians) Association**

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**Nothing contained within these bye laws supersedes the Memorandum of Association and Articles & Rules of this Association**

**1) Location**

The location and principle correspondence address for the Association shall be the address of the Honorary Secretary as published from time to time in the Association's publicity. Secondary addresses shall be published from time to time in accordance with the agreement of the Officers to meet the needs of specific purposes.

**2) Members' Register**

A members' register is to be maintained by a nominated person in accordance with the provisions of the Data Protection Act

**3) Subscriptions**

- a) A subscription fee of a value set from time to time by the Committee is payable by all members on an annual basis.
- b) Subscriptions fall due on the 1<sup>st</sup> day of January of the calendar year.
- c) Members joining during the last three months of a calendar year shall be entitled to a 40% reduction of the subscription fee for that year.

**4) Officers**

- a) The Association shall have Officers responsible for the governance and these shall be as a minimum
  - i) The Honorary Secretary
  - ii) The Treasurer
  - iii) The Chairman
  - iv) A Vice Chairman (there may be more than one Vice Chairman)
- b) The Society Officers shall be
  - i) appointed following a show of hands at the Annual General Meeting;
  - ii) appointed for a period of two years;
  - iii) voluntary and unpaid.

**5) Members' Representative Committee**

- a) The Association shall have a members' representative committee that is responsible for managing the operation of the Association for the benefit of its members and in accordance with the laws of England & Wales.
- b) Membership of the committee is on a voluntary unpaid basis.
- c) Appointment to the committee is by election following a show of hands at the Annual General Meeting of the Society.
- d) Appointment is for a period of two years.
- e) There shall be no maximum number of committee members.
- f) The Officers of the Association shall be committee members.
- g) A quorum of the committee shall be one third of the committee members plus one.
- h) In the absence of the Chairman the Vice-Chairman will take the chair.
- i) In the absence of both the Chairman and the Vice-Chairman, and provided a quorum is present, the members of the committee present may elect a chair for the meeting.

## **Bye Laws**

### **the Prince of Wales's Leinster Regiment (Royal Canadians) Association**

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#### **6) Powers of the Committee**

The Powers of the Officers are defined in the Articles & Rules of the Association.

The Powers of the Committee are defined within these bye laws.

- a) All committee members have one vote.
- b) If any vote results in a tie, the chairman shall have the casting vote.
- c) With the approval of the chairman and by a show of hands at a meeting, the committee may elect such subcommittees as is deemed necessary for the expedient and proper operation of the Association.
- d) With the approval of the chairman the committee shall consider all requests for expenditure of the Association's property. Any decision shall be by show of hands and be binding upon the Officers.
- e) In accordance with Association memorandum 4(f) a Reserve shall be maintained at a level agreed from time to time at the meetings of the Committee and noted in the Minutes of that meeting.
- f) The committee may recommend the co-opting of any volunteer, who is a member of the Association, to the committee. Any such committee member so co-opted shall resign at the next AGM and seek re-election.
- g) With the approval of the chairman the committee may propose any new bye law to be considered.

#### **7) Signing of Cheques**

- a) Nominated Officers shall have signatory authority for the signing of cheques
- b) A minimum of three officers shall be nominated that must include the Treasurer, The Secretary and the Chairman.
- c) Any two nominated signatures shall be required for the approval and signing of cheques.
- d) Where a payment is to be made in cash, the approval must be confirmed by at least one other Officer.

#### **8) Reimbursement**

- a) Committee members may claim reimbursement of expenditure incurred in the performance of their duties as committee members.
- b) Claims for the reimbursement of expenses should be made to the Treasurer.

#### **9) Meetings**

- a) In furtherance of the Association's Object (3) (c) meetings & events may be held from time to time and at venues as the committee decide.
- b) A Register of Attendance shall be maintained at meetings to ensure the voting entitlement of attendees.
- c) The costs associated with General Meetings shall be charged to the Association, the costs of all other meetings and events shall be met by the attendees at an individual rate to be determined by the Committee.

#### **10) Publications**

- a) In furtherance of the Association's Object (3) (a) the Association will publish a Journal "The 40/10" at a frequency to be determined by the Committee and noted in the minutes, the cost being met in compliance with bye-law (6)
- b) Every paid up member shall be entitled to receive a printed copy of the 40/10 mailed to their registered address.

#### **11) Amendments**

- a) These bye laws may, from time to time, be amended by the Officers in accordance with Article 12 of the Articles of Association.

By order of the Officers  
Dated 17 April 2010