

The Boys' Brigade in New Zealand Incorporated

Constitution

November 2009

1. NAME

- 1.1 The name of this organisation is The Boys' Brigade in New Zealand Incorporated, referred to in this Constitution as the Brigade, but may also be referred to as BBNZ.
- 1.2 Executive may approve alternate names for Companies, Sections, Programmes, Awards and other variations as will be set out from time to time within the Regulations.
- 1.3 ICONZ units shall be subject to the provisions of this Constitution.

2. OBJECTS

- 2.1 The Brigade is established in New Zealand to further the work of The Boys' Brigade founded in Scotland by Sir William Alexander Smith on 4 October 1883.
- 2.2 The Object of The Boys' Brigade is the Advancement of Christ's Kingdom among Boys and the promotion of habits of Obedience, Reverence, Discipline, Self-Respect and all that tends towards a true Christian Manliness.
- 2.3 The Brigade shall be conducted in accordance with the fundamental principles declared by the World Conference of The Boys' Brigade on 3 September 1963 and in accordance with such other principles and directions as may be declared from time to time by that Conference or its successors.
- 2.4 Subject to Clause 2.5, The Brigade shall have the power to do all such acts and things as may from time to time be considered necessary or desirable for the attainment of the foregoing objects and in particular but without limiting the generality of the foregoing objects it shall have the power:
 - 2.4.1 To acquire by purchase, lease or grant any real or personal property, easements, or rights for the purposes of the Brigade and to improve, develop, lease, sell, or otherwise turn to account or dispose of the same as may be deemed expedient or necessary.
 - 2.4.2 To borrow or raise or secure the payment of money for the purposes of the Brigade in such amounts and on such terms as the Brigade Council may think fit and in particular, by the issue of mortgages, charges and any other securities charged upon all or any of the real or personal property of the Brigade and to purchase, redeem or payoff any such securities.
 - 2.4.3 To form limited liability companies for the purpose of acquiring, holding and dealing in land, buildings, and property, real and personal of any kind whatsoever, whether from the Brigade or otherwise and to acquire, hold and deal in the shares of any such companies or any limited liability company and to accept any debentures and

debenture stock issued at any time by such companies as shall seem expedient or desirable in furthering the objects of the Brigade.

2.4.4 To lend or advance money or give credit to any person or company; to guarantee and give guarantees for the payment of money or the performance of contracts or obligations by any person or Company and otherwise to assist any person or Company.

2.4.5 To invest monies in any investment of the kind authorised by law for the investment of trust funds or in any other investment which the Brigade may consider advantageous for the Brigade.

2.5 The Brigade is established and shall be maintained exclusively for charitable purposes and not carried on for the private profit of any individual.

3. MEMBERSHIP

Membership of the Brigade shall be in two classes, Boys and Officers.

3.1 Boys

Membership shall be open to all Boys who complete the prescribed form of application for membership of a local Company

3.2 Officers

3.2.1 All persons aged 18 years or over who wish to further the Objects of the Brigade in a leadership role at Company, Battalion or Regional level, or as part of Brigade Executive, shall be eligible for Officer membership.

3.2.2 Applications for Officer membership shall be made on the prescribed form to the Brigade Secretary through the applicant's Company. The applicant shall become a registered Officer member of the Brigade upon approval of this application by the Brigade Secretary.

3.2.3 Where the applicant seeks to undertake a leadership role in a Company, the agreement of the Church to which that Company is attached is required prior to consideration of the application by the Brigade Secretary. In giving its agreement the Church is agreeing to the participation in a leadership role within the attached Company of the person wishing to become an Officer member. This requirement applies to applications for Officer membership from;

- new Officers,
- Officers wishing to transfer from one Company to another; and
- Officers who, holding their membership solely because of their Battalion, Region or National leadership role, wish to further that role within a Company.

3.2.4 Persons appointed by the Brigade Council to be Honorary Office Bearers shall, while they hold office be registered as members of the Brigade.

4. TERMINATION OF MEMBERSHIP

Membership shall be terminated in any of the following events:

- 4.1 in the case of a Boy if he ceases to be a member of the Company to which he is appointed.
- 4.2 in the case of an Officer:
- If, in the reasonable opinion of the Brigade Executive, the Officer ceases to act in a leadership role in the Brigade; or
 - if the Officer resigns from membership or
 - if the Company in which the Officer is involved is de-registered, or
 - if the Brigade Executive resolves to terminate the Officer's membership.
- 4.2.1 If the Brigade Executive resolves to terminate an Officer's membership, and that Officer is involved in a Company, then the decision to terminate will only be made after consultation with the Church to which the Company within which the Officer is serving, is attached. No decision shall be made until the Officer has had reasonable opportunity to be heard.
- 4.2.2 The decision that an Officer has ceased to act shall be taken by the Brigade Secretary after consultation with the Church to which the Company within which the Officer was serving, is attached or, where the Officer was serving solely in a Battalion or Region, the Battalion or Region as is appropriate.

5. COMPANIES

5.1 Registration

5.1.1 No Company shall be registered without the approval of the Brigade Executive.

5.1.2 Applications for registration shall be made to the Brigade Secretary on the prescribed form. The application shall include such information as the Brigade Executive may require.

5.1.3 Approval of an application for registration shall be at the sole discretion of the Brigade Executive.

5.2 Composition

5.1.1 A Company shall be composed of Boys and one or more Officer members as prescribed by the Brigade Executive from time to time. All Boy members of the Brigade shall be enrolled in a specified Company.

5.1.2 The Conditions under which each Company shall operate shall be those determined from time to time by the Brigade Council.

5.3 Church Relationship

A Company shall be owned by and attached to one or more Churches which have agreed to be responsible for:

- (a) the oversight and operation of the Company; and
- (b) the Theological education in the Company.

5.4 De-registration

A Company shall be de-registered upon request to that effect received from the Church to which the Company was attached or by a decision of the Brigade Executive, following consultation with the Church.

6. ELECTORAL BOUNDARIES

6.1 Purpose Electoral Boundaries

Electoral Boundaries are for the purpose of electing such number of representatives to the Executive as the Brigade Council may from time to time prescribe. For the purposes of such elections all registered Officers resident within the boundaries prescribed from time to time by the Brigade Council, are entitled to vote only for representatives from within the boundary in which they live. This vote may be exercised through attendance at a meeting called for such purpose or by any other form of ballot approved by Brigade Council.

6.2 Those residing within the electoral boundaries shall elect such number of representatives as the Brigade Council may from time to time prescribe. In prescribing the numbers for representation the Brigade Council is to create a balance between the number of Companies and their geographic distribution within each electorate.

7. **BATTALIONS/REGIONS** or any other name so approved by the Executive, hereinafter referred to as Associations.

7.1 Formation of Associations

Three or more Companies may, with the consent of the Brigade Executive, form an Association.

7.2 Purpose

Associations exist to provide support and encouragement to both Officers and Boys in the Companies which form the Association.

Typical tasks would include:

- organising combined events
- training
- pastoral care for leadership
- local communication with members, churches and community
- extension
- promoting the building of relationships between Companies and the Brigade Council and Executive

7.3 Registration of Associations

7.3.1 An Association may register under its own name under the Charities Act 2005, but if it elects to do so, it shall be fully responsible for compliance with the Charities Act 2005. The Brigade shall not be liable should the Association fail to comply at any time with the requirements of the Charities Act 2005.

7.3.2 For the purposes of the Charities Act 2005:

7.3.2.1 The term Officer shall refer to;

- The Chairman
- The Secretary
- The Treasurer
- Such other person as the Association shall determine at an Annual General Meeting.

7.3.2.2 The Annual General Meeting of an Association may appoint the same person to serve in the position of Secretary and Treasurer.

7.3.2.3 Each Association shall be permitted to determine its own balance date, in accordance with the provisions of the Charities Act, to suit its own circumstances and shall not be bound by Clause 10.3.3 of this Constitution.

8. THE BRIGADE COUNCIL

8.1 Powers of Council

The control and administration of the Brigade in New Zealand shall be vested in a council to be known as the Brigade Council. The Brigade Council shall have control of all assets of the Brigade which are not by this Constitution specifically vested in any other body.

8.2 Membership of Council

All registered Officers of the Brigade shall be members of the Brigade Council.

8.3 Brigade Council Meetings

A Council meeting is either an Annual general meeting or a Special Meeting
The Annual General Meeting shall be held every year between 1 April and 31 August to:

- Receive and adopt the Audited Financial Statements for the previous financial year.
- Consider any matters referred to it by Brigade Executive, or by remit from Companies, Battalions and Regions.
- Consider such other business as may be brought forward with the consent of Council.
- Exercising any of the powers specifically conferred on it by this Constitution.

The Brigade Executive shall determine when and where the Council shall meet within the above dates.

8.4 Special Meetings

8.4.1 Special meetings of the Brigade Council may be held whenever the Council or the Brigade Executive thinks fit.

8.4.2 A Special Meeting of the Brigade Council shall be held upon receipt by the Brigade Secretary of a written request to that effect stating the purpose for which the meeting is required and signed by not less than 20 currently registered Officers, such meeting to be held upon a day to be fixed by the President but not later than two months after the receipt by the Brigade Secretary of such requisition.

8.4.3 In lieu of holding a special Meeting as provided under clause 8.4.2, Brigade Executive may carry out, or be asked to carry out, a ballot on the matter under consideration. Where a ballot is to be carried out those initiating the request must provide or be given the opportunity to agree to the wording of the ballot.

8.5 Calling Council Meetings.

Notice of each Brigade Council meeting shall be given to each registered Officer not less than two months, and in the case of a Special Meeting not less than one month, before the date of the meeting.

8.6 **Proceedings at Council Meetings**

8.6.1 The President, or if the President is absent the Vice President shall preside as Chairperson, but if the Vice President is also absent those present at the meeting and entitled to vote shall elect one of their number to chair the meeting. The President may delegate the chairing of the meeting or a part thereof to another person to preside who would, with the agreement of the meeting, then preside.

8.6.2 The quorum shall consist of at least 20 registered Officer members.

8.6.3 All Members of Council as defined in Clause 8.2 shall be entitled to attend and speak.

8.6.4 All members of Council and no others shall be entitled to vote and no member shall have more than one vote except in the event of an equality of votes on any motion when the Chairperson shall have a second and casting vote.

8.6.5 Voting shall be by show of hands provided that any five members present may demand a poll and the same shall then be conducted.

8.6.6 The Brigade Council may from time to time formulate regulations on the conduct of Council meetings and such regulations except to the extent that they may be inconsistent with this Constitution shall have effect as if they were contained herein.

9. **BRIGADE OFFICE BEARERS**

9.1 **The Brigade Office Bearers**

These shall be:

9.1.1 A President, a Treasurer, and a Brigade Secretary, all of whom shall be ex-officio members of Brigade Executive.

9.1.2 The Brigade Executive, which shall consist of a retiring President for the first financial year following retirement, a Vice President, representatives from the Regions elected in accordance with clause 6.2, a Youth Representative, and up to two co-opted members.

9.1.3 The Honorary Office Bearers, namely a Patron, Vice Patrons and Honorary Vice Presidents of the Brigade who may be appointed by the Brigade Council on the recommendation of the Brigade Executive. The Patron and Vice Patrons shall hold office for such time as the Brigade Council shall from time to time determine and Honorary Vice Presidents shall hold office for their lifetime or until their appointment is rescinded by the Brigade Council.

9.2 **Executive Appointments**

9.2.1 The Brigade Council shall elect the President.

9.2.2 As required Electoral Representatives shall appoint one of their number to be Vice President.

9.2.3 As required National Executive shall elect the Treasurer.

9.2.4 As required National Executive shall elect the Chaplain.

9.2.5 The Executive shall appoint to its number annually a Youth Representative who shall have full voting rights.

9.3 **Tenure of Office**

9.3.1 Appointments to positions defined in clauses 9.1.1 and 9.1.2, other than the Brigade Secretary, Treasurer, and Youth Representative, shall be for a term of up to two years. No person shall hold such an appointment for more than three consecutive terms.

9.3.2 Any Office Bearer may resign from office by writing of this intention to the Brigade Secretary.

9.3.3 Any Office Bearer, after having been given a reasonable opportunity to be heard may be removed from office by a two thirds majority vote at a meeting of the Brigade Executive, the notice for which included the proposal for removal.

9.4 **Vacancies**

9.4.1 The Brigade Council shall fill any vacancy arising in the position of President.

9.4.2 The Brigade Executive shall fill any vacancy arising in the position of Treasurer.

9.4.3 The Region which appointed the resigning member of Brigade Executive shall fill any vacancy arising in one or more of the Regional representative positions.

9.5 **Notification of Appointments**

Each Region shall notify the Brigade Secretary in writing of the appointments made in accordance with clause 8.2.3 within the time requirements as specified from time to time by the Brigade Executive.

9.6 **Co-option**

The Brigade Executive may co-opt not more than two additional members to serve as members of the Executive for the following financial year.

9.7 **Meetings of Brigade Executive**

9.7.1 The Brigade Executive shall meet at least twice in each financial year at such times and places as it may determine.

9.7.2 The President or, in the President's absence or incapacity, the Vice President may call a special meeting of the Brigade Executive at any time.

9.7.3 Each member of Brigade Executive shall have one vote provided that in the event of an equality of votes the chairperson shall have a second and casting vote.

9.7.4 Six members of the Brigade Executive as defined in clauses 9.1.1 and 9.1.2 shall constitute a quorum.

9.7.5 The President may exercise discretion in submitting any matter to members of the Brigade Executive for decision by ballot and the result of that ballot shall have the same effect as if it were obtained by a duly convened meeting of the Brigade Executive. The method of conducting such a ballot may be determined from time to time by the Brigade Executive.

9.8 **Powers of Brigade Executive**

9.8.1 The Brigade Executive may exercise all the powers conferred by this Constitution upon the Brigade Council subject however to review by that Council and to the power of that Council to set aside or over-rule any act or decision by the Brigade

Executive. It may also exercise those powers specifically given to Brigade Executive by this Constitution.

9.8.2 Without restricting the generality of clause 9.8.1 the Executive shall have the power to:

9.8.2.1 make, amend and repeal regulations and standing orders relating to the administration of Companies and Regions or to the business and affairs of the Brigade Council and Brigade Executive.

9.8.2.2 appoint such committees as the Brigade Executive may consider necessary and appoint to those committees such people as the Brigade Executive shall think fit and to delegate to those committees such powers as the Brigade Executive may from time to time think fit.

9.8.2.3 appoint, on such terms and conditions and within such delegated powers of Executive that the Brigade Executive may from time to time prescribe, a Brigade Secretary and other such full-time or part-time staff as may be required.

9.8.3 The Brigade Executive may exercise discretion in submitting any matter to members of Brigade Council for decision by ballot, and the result of that ballot shall have the same effect as if it were obtained by a duly convened meeting of the Brigade Council. The method of conducting such a ballot may be determined from time to time by the Brigade Executive.

10. PROPERTY AND FINANCE

10.1 Vesting of assets

10.1.1 All property acquired by a Company shall be vested in the Church to which that Company is attached provided that this provision shall not apply to any moneys or other property received by the Company in the course of any collection organised by the Brigade or paid to the Company for the purpose of the Brigade generally.

10.1.2 All land and buildings and all interest in real property acquired by any Battalion or Region shall, subject to clauses 10.1.3 and 10.1.4 of this Constitution, vest in the Brigade and shall be held by it upon trust for the Battalion or Region concerned.

10.1.3 All other property belonging to, acquired by, or transferred to a Battalion or Region may be held and managed by the Battalion or Region until such time as the Brigade Council may otherwise determine.

10.1.4 Where a Battalion or Region is itself an incorporated society any such property may be held in its name provided that its rules state that in the event of its dissolution its assets shall be transferred to the Brigade.

10.2 Finances

10.2.1 All moneys paid to or received by the Brigade or any Battalion or Region shall be paid to the credit of Brigade, or of such Battalion or Region as may from time to time be determined by the Brigade Council, Battalion or Region as the case may be.

10.2.2 All payments shall be made by cheque or identifiable electronic transaction on such bank, or banks, signed by such person or persons as the appropriate Council or Executive shall from time to time determine.

10.3 Accounts

10.3.1 The Brigade Council and each Battalion or Region which handles money shall appoint an Auditor.

10.3.2 The Brigade Treasurer, and the Treasurer of any Battalion or Region which handles money shall keep proper books of account and shall duly prepare the accounts of the appropriate Council or Executive for each financial year, have them audited by the Auditor and make them available to the Secretary of the appropriate Council or Executive in sufficient time for them to be presented annually to the body concerned.

10.3.3 The financial year of the Brigade shall be from 1 January each year to the following 31 December.

10.4 **The Seal**

The Common Seal of the Brigade shall be kept in the custody of the Brigade Secretary and shall be affixed in the presence of two members of Brigade Executive or one member of Brigade Executive and the Brigade Secretary and pursuant to a resolution of the Brigade Council or Brigade Executive.

11.0 **GENERAL**

11.1 **Notices**

All notices required by this Constitution to be given to any person shall be deemed to have been given if posted in the ordinary course of the mail to the last address of which the Brigade Secretary has notice.

11.2 **Amendment to this Constitution**

11.2.1 Any clause of this Constitution may be appealed or amended or a new clause made by a two-thirds majority of the persons validly voting at a Council meeting, or by a two-thirds majority of those voting through a ballot. No alteration may be made to this Constitution which would result in the Brigade ceasing to be established exclusively for charitable purposes and applying its funds principally to charitable purposes with New Zealand.

11.2.2 No motion to effect any such repeal, amendment or addition shall be considered at any meeting of the Brigade Council or by postal ballot unless notice of that motion shall have been given to the Brigade Secretary in writing not later than four months before such meeting.

11.2.3 Upon receiving notice of any motion to amend this Constitution the Brigade Secretary shall inform the Brigade Executive, all Regions and Battalions and the text of the motion shall be notified to all members of the Brigade Council at least one month prior to the meeting at which it is to be considered.

11.3 **Dissolution**

11.3.1 The Brigade shall not be dissolved except by a two thirds majority of the persons validly voting at a meeting of the Brigade Council, the notified agenda of which has included the notice of the dissolution and the resolution is confirmed at a subsequent meeting called, or a ballot held, for that purpose. This subsequent meeting or ballot shall be held not earlier than one month after the date on which the resolution for dissolution was passed and the provisions of Clause 8.5 shall not apply.

11.3.2 Upon dissolution of the Brigade any property remaining after the satisfaction of all debts and liabilities shall be transferred to such charitable body or society to be used for charitable purposes within New Zealand, as the meeting of the Brigade

Council or ballot approving the dissolution shall determine. Where such a determination is not made it shall be as a Judge of the High Court shall direct.

11.4 **Definitions**

In this Constitution, the following terms shall have the meanings given below:

“Boys’ Brigade Company” means a local group of members that use and operate under the Brigade’s “Boys Brigade” format, curriculum materials and uniform;

“Church” or **“Churches”** means a local Christian Church, Christian Mission, other Christian organisation or, with the consent of the Brigade Executive, other institution, school, club or place of work where provision satisfactory to the Brigade Executive is made for religious instruction.

“Company” means a local group comprised of members that is registered with the Brigade Secretary as being either:

- (a) a Boys’ Brigade Company; or
- (b) an ICONZ Unit.

and “Companies” has a corresponding meaning.

“ICONZ Unit” means a local group of members that uses the “ICONZ” programmes, curriculum materials, uniform, trademarks and other intellectual property developed and owned by the Brigade.

“Officer” means a person who is registered as an officer member of the Brigade by the Brigade Secretary and who may fulfil a leadership role:

- (a) in the Brigade Executive;
- (b) at a regional, battalion or national level;
- (c) as an officer of a Boys’ Brigade Company; or
- (d) as a leader of an ICONZ Unit.