

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

Constitution

1. **Name.** The Association's name is the Association of The Prince of Wales's Leinster Regiment (Royal Canadians). The simpler designation of the Leinster Regiment Association is used in contexts that do not require the deployment of the full name.
2. **Purpose of the Association.** The purpose of the Association is to perpetuate the memory of The Prince of Wales's Leinster Regiment (Royal Canadians) and the antecedent regiments.
3. **Governance and Management.** The Association shall be governed and managed by a General Committee elected by the membership.
4. **Powers of the General Committee.** The elected members of the General Committee are effectively the trustees of the Association and are collectively responsible for the sound governance and management of the Association. In order to achieve the purpose of the Association, the General Committee enjoys powers to:
 - a. Raise funds and receive grants and donations.
 - b. Apply funds to carry out the work of the Association.
 - c. Cooperate with and support charities and other bodies with similar purposes.
 - d. Do anything which is lawful and necessary to achieve the purpose.
5. **Membership.**
 - a. The Association shall have a membership. Any person who supports the purpose of the Association and is aged 18 or over can apply to the General Committee to become a member; corporate bodies may also apply for membership.
 - b. The General Committee may cancel a membership if it believes it is in the best interests of the Association. The member has the right to be heard by the General Committee before the decision is made and can be accompanied by a friend.
6. **Annual General Meetings (AGMs) and Election/Cooption of Members of the General Committee.**
 - a. An AGM must be held every year, with 21 days notice given to all members telling them what is on the agenda. Minutes must be kept of all AGMs.
 - b. There must be a quorum of at least twelve members of the Association (including members of the General Committee) present at an AGM.
 - c. Every member has one vote.

- d. The General Committee shall present its annual report and its summary of the accounts.
- e. Any member of the Association (other than an Honorary Member) may stand for election as a member of the General Committee.
- f. The AGM shall elect between three and ten members of the Association to serve as members of the General Committee for the next year. They will retire at the next AGM but may stand for re-election.
- g. During the year, the General Committee may coopt up to two additional members. They will stand down at the next AGM but may seek election at that AGM within the ceiling of ten members of the General Committee elected by the AGM. During the period between cooption and the next AGM, coopted members of the General Committee enjoy all the powers of their elected colleagues (including voting at meetings of the General Committee).
- h. Rules promulgated by the General Committee in accordance with Paragraph 8 of this Constitution may make provision for the General Committee to include regional representatives elected by regional groupings of the membership. Any individual serving on the General Committee in such capacity is:

- (1) A full voting member of the General Committee.
- (2) Excluded from the ceiling of ten members of the General Committee elected by the AGM (on the basis that he/she is not elected by the AGM but by a separate procedure).

7. Meetings of the General Committee.

- a. The General Committee must hold at least one formal meeting each year (which may take place immediately before or after a general meeting of the Association). It is envisaged that the General Committee will conduct much of its business by e-mail, thus making it unnecessary to have more than one formal meeting each year
- b. Three members of the General Committee shall constitute a quorum. Minutes shall be kept of all formal meetings and records shall be kept of matters circulated by e-mail for comment/decision.
- c. If members of the General Committee have a conflict of interest, they must declare it and leave the meeting while the relevant matter is being discussed or decided.

8. Rules of the Association. The General Committee may make reasonable additional Rules to help run the Association. These Rules must not conflict with this Constitution or the law. The current version of the Rules is at Annex A.

9. Money and Property.

- a. Money and property must only be used for the purpose of the Association.

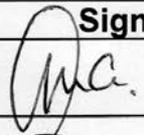
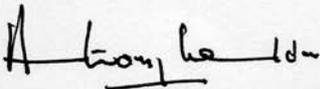
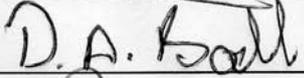
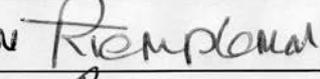
- b. The General Committee must keep accounts. The most recent annual accounts must be made available for inspection by anybody on request.
- c. Members of the General Committee cannot receive any money or property from the Association, except to refund reasonable out of pocket expenses.
- d. Money must be held in one or more bank accounts opened in the name of the Association. All cheques must be signed by two persons holding formal written authority from the Association Chairman to sign such cheques.

10. Ordinary General Meetings (OGMs) and Extraordinary General Meetings (EGMs).

- a. AGMs (see Paragraph 6 above) must be held once a year and must include the election of members of the General Committee for the coming year and the presentation by the General Committee of its annual report and its summary of the accounts. Any other general meetings of the membership convened by the General Committee will normally be OGMs.
- b. If the General Committee considers it is necessary to change the Constitution or to wind up the Association, it must call an EGM (unless the matter can be conveniently included in the agenda of a forthcoming AGM) so that the membership can make the decision. The General Committee must also call an EGM if it receives a written request from the majority of the members of the Association and may call such a meeting if it wishes to consult members on a matter of urgency. All members must be given 21 days notice and told the reason for the meeting. Minutes must be kept.
- c. If the Association is wound up, any money or property remaining after payment of debts must be given to a body with similar purposes to that of the Association.

11. Adoption of Constitution.

- a. This Constitution was adopted at the AGM of the Association of The Prince of Wales's Leinster Regiment (Royal Canadians) – held in London on 26 November 2015 – by a vote of the members, the necessary quorum being present and voting. The signatures below are those of the members of the General Committee who were elected at the same AGM.
- b. This Constitution replaces the Association's memorandum of association dated 17 April 2010 and the Association's articles and rules dated 17 April 2010.

Appointment	Name	Signature	Date
Association Chairman	PETER WALTON		} 26 November 2015
Association Vice-Chairman (Irish domicile)	DENIS KIRBY		
Association Vice-Chairman (non-Irish domicile)	ANTHONY WELDON		
Association Treasurer	IAN LOWE		
Association Secretary	DAVID BALL		
+ Sixth Member	ROBERT TEMPLEMAN		
∅ Seventh Member	TOM BOLGER		
Eighth Member	} No one stood for election	-	-
Ninth Member		-	-
Tenth Member		-	-

+ Will also serve as Membership Secretary

∅ Will also serve as Publicity Officer

Annex:

A. Rules of the Association of The Prince of Wales's Leinster Regiment (Royal Canadians).

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

Rules

**These Rules are promulgated by the General Committee of the Association
in accordance with Paragraph 8 of the Association's Constitution**

1. Central Governance and Management.

a. Governance of the Association is vested in the General Committee of the Association in accordance with Paragraphs 3 and 4 of the Association's Constitution. Members of the General Committee must be members of the Association who have been elected or coopted to serve on the General Committee in accordance with Paragraphs 6f, 6g or 6h of the Association's Constitution.

b. The General Committee shall include individuals committed to serve as Association Chairman, as Association Secretary and as Association Treasurer.

c. Provided that there are members willing to stand for election, the General Committee shall also include two Vice-Chairmen (one being a member domiciled in Ireland and the other being a member domiciled outside Ireland).

d. The General Committee may additionally include (within the ceiling of ten members who are elected at the AGM):

(1) Individuals committed to serve in specific capacities identified by the General Committee as requiring the attention of a dedicated member of the General Committee.

(2) Individuals not dedicated to a specific function who are willing to contribute to the general governance and management of the Association.

e. The General Committee may appoint individuals to contribute to the good management of the Association through incumbency of an appointment within the central management structure such as:

(1) Membership Secretary.

(2) Minutes Secretary (takes minutes of Association general meetings and of meetings of the General Committee).

(3) Webmaster (possibly supported by an assistant).

(4) Editor of the journal of the Association (possibly supported by an assistant).

(5) Public Information Officer.

(6) Project Officers and/or Liaison Officers for specific future events/activities.

(7) Researchers.

(8) Quartermaster (maintains stocks within the Association shop and handles sales of stock items).

f. Incumbents of appointments of the type listed at Paragraph 1e above are likely to be volunteer members of the Association serving without remuneration. The General Committee may appoint individuals who are not members of the Association to be incumbents of such appointments if it seems appropriate and may authorize the payment of modest fees for services rendered by individuals in this category.

g. The Association Secretary is to maintain a list of all individuals who are incumbents of appointments of the type listed at Paragraph 1e above.

h. Incumbency of an appointment of the type listed at Paragraph 1e above does not generate membership of the General Committee, which is dependent on election or cooption in accordance with Paragraphs 6f, 6g or 6h of the Association's Constitution. An incumbent of an appointment of the type listed at Paragraph 1e above who is a member of the Association may separately seek election to the General Committee or be coopted to serve as a member of the General Committee in accordance with Paragraphs 6f, 6g or 6h of the Constitution.

2. **Regional Management.**

a. **General.**

(1) Those members of the Association who are domiciled in Ireland may elect from their number a committee to be known as the Regional Committee (Ireland). Further details are at Paragraph 2b below.

(2) Those members of the Association who are domiciled outside Ireland may elect from their number a committee to be known as the Regional Committee (Great Britain and Rest of World). Further details are at Paragraph 2c below.

(3) Each of the two regional committees may also include no more than two members elected to serve as regional representatives on the Association's General Committee in accordance with Paragraph 6h of the Association's Constitution. Candidates seeking election as regional representatives may stand exclusively in that capacity but may stand for election to another post (eg a member could seek election as Regional Secretary and offer to serve concurrently as a regional representative on the General Committee).

b. **Regional Committee (Ireland).**

(1) **Composition.** A minimum of a Regional Chairman, a Regional Secretary and a Regional Treasurer (or any combination of these three functions if there are only two individuals available to serve).

(2) **Terms of Reference.**

- (a) Arrange for the Association to be represented at appropriate commemorative events held in Ireland.
- (b) Organize events for members of the Association domiciled in Ireland.
- (c) Make the administrative arrangements for all general meetings of the Association that are held in Ireland.
- (d) Maintain a database of contact details for members of the Association domiciled in Ireland and share such details with the Association Secretary and relevant members of the central management structure.
- (e) Facilitate the distribution of the journal of the Association and other communications to members of the Association domiciled in the Republic of Ireland.
- (f) Under the direction of the Association Treasurer, maintain the Association's Euro bank account and arrange for subscriptions from members of the Association domiciled in the Republic of Ireland and other Association income arising within the Republic of Ireland to be paid into this account.
- (g) Devise and codify procedures for elections to the Regional Committee and the conduct of the business of the Committee.
- (h) Represent the views of the members of the Association who are domiciled in Ireland to the General Committee.

c. **Regional Committee (Great Britain and Rest of World).**

(1) **Composition.** A minimum of a Chairman and a Secretary.

(2) **Terms of Reference.**

- (a) Arrange for the Association to be represented at appropriate commemorative events held in Great Britain.
- (b) Organize events for members of the Association domiciled in Great Britain.
- (c) Devise and codify procedures for elections to the Regional Committee and the conduct of the business of the Committee.
- (d) Represent the views of the members of the Association who are domiciled outside Ireland to the General Committee.

3. General Meetings of the Association.

a. The General Committee is responsible for convening all general meetings of the Association – Annual General Meetings (AGMs), Ordinary General Meetings (OGMs) and Extraordinary General Meetings (EGMs).

b. The norm is to be that the location for the AGM each year should alternate between Ireland and Great Britain, with an OGM being held in Ireland in years when Ireland is not hosting an AGM.

c. The outgoing Association Chairman (assisted by the other members of the General Committee) is to set the agenda for and chair the AGM. The election of members of the General Committee for the coming year should normally be the final agenda item. The outgoing Association Chairman may chair the proceedings for the election of new members to serve on the General Committee although it is customary to invite an impartial individual (such as the President of the Association) to chair such proceedings.

d. Should a serving Association Chairman, Association Secretary or Association Treasurer resign, die or become incapacitated, the other members of the General Committee should identify one of their number who is willing to assume responsibility for the vacant appointment until the next AGM. An EGM should be convened only if the General Committee is unable to identify an interim successor.

e. A member who is unable to attend a general meeting of the Association in person may appoint a proxy to vote on his/her behalf. There are two options for the appointment of a proxy:

(1) A member who is unable to attend appoints another member who will be attending and informs the Association Secretary of the identity of the proxy (by post or by e-mail and to reach the Association Secretary by no later than 48 hours before the start of the meeting). Instructions to the proxy on how he/she is to vote (or the circumstances in which he/she is to abstain from voting) are entirely the responsibility of the member appointing the proxy.

(2) A member who is unable to attend supplies relevant details to the Association Secretary (by post or by e-mail and to reach the Association Secretary by no later than 48 hours before the start of the meeting) asking that the person who is chairing the meeting acts as proxy. The Association Secretary may devise a proforma to capture all relevant details and may require that members use the proforma when making contact in this context.

4. Meetings of the General Committee.

a. If the Association Chairman will be unavailable to chair a scheduled meeting of the General Committee, he should nominate another member of the General Committee to chair the meeting on his behalf. If no such nomination has been made and provided that a quorum of three members is present, those present may elect one of their number to take the chair.

b. All members of the General Committee have one vote.

c. If a vote results in a tie, the member chairing the meeting has a casting vote.

d. The General Committee has discretion to invite other members of the Association and other individuals to attend its meetings but no one present at such a meeting may cast a vote unless he/she has been elected or coopted to serve on the General Committee.

5. **Sub-committees Subordinate to the General Committee.** The General Committee may constitute subordinate sub-committees and determine the composition and terms of reference of such sub-committees. Once a sub-committee has completed its assigned task, the General Committee is to direct its dissolution.

6. **Financial Matters.**

a. **General.** The members of the General Committee are collectively responsible for the sound management of the Association's finances.

b. **Signing of Cheques and Approval of Cash Payments.**

(1) The Association Chairman is to issue formal written authority for at least three members of the General Committee to sign cheques and to approve payments of cash. The Association Treasurer is to be one of the authorized persons. The signatures of two authorized persons are required on all cheques and two authorized persons are to approve all cash payments.

(2) The Association Chairman is to issue similar formal written authority in respect of accounts maintained in the Republic of Ireland on behalf of the Association.

c. **Reimbursement of Expenses.** Members of the General Committee and other members of the Association may claim for reimbursement of expenses necessarily incurred on Association business. Such claims are to be submitted to the Association Treasurer and must have relevant receipts etc attached.

d. **Subscriptions.**

(1) An annual subscription of an amount proposed from time to time by the General Committee and endorsed at a general meeting of the Association is payable by all members of the Association (other than Honorary Members).

(2) All subscriptions fall due on 1 January each year.

(3) Members joining the Association during the last three months of a calendar year shall pay only 60% of the subscription for that year.

e. **Funding of Meetings and Events.**

(1) The cost of general meetings of the Association and of meetings of the General Committee and subordinate sub-committees (eg charges for room hire) shall be met from the Association's central funds.

(2) The costs of all other meetings and events are to be met by those attending at an individual rate to be determined by the General Committee.

7. **Register of Members.** A register of members is to be maintained by a person nominated by the General Committee in accordance with the Data Protection Act 1998.

8. **Journal of the Association.** The Association is to publish a journal – *The 40-10* – at a frequency to be determined by the General Committee. All members of the Association (including Honorary Members but excluding those in default on their subscriptions) are entitled to receive a printed copy of each edition of *The 40-10* mailed to their registered address. The costs of publishing and disseminating the journal will have a major impact on the determination of the annual subscription.

9. **President, Vice-Presidents and Honorary Members.**

a. **President of the Association.**

(1) The General Committee may invite a person of appropriate status to become the President of the Association, subject to endorsement at a general meeting of the Association.

(2) If appointed, a President does not become a member of the General Committee. He/she is encouraged to attend meetings of the General Committee and general meetings of the Association but is not entitled to cast a vote at such meetings by virtue of being President.

(3) The initial tenure of office of a President shall be for five years with the possibility of subsequent extensions for periods of five years or less.

b. **Vice-Presidents of the Association.**

(1) The General Committee may propose – subject to endorsement at a general meeting of the Association – that an individual member's contribution to the activities of the Association should be recognised through appointment to be a Vice-President of the Association.

(2) A Vice-President is not a member of the General Committee and has no entitlement to attend meetings of the General Committee unless specifically invited.

(3) Tenure of office as a Vice-President shall be until the individual ceases to be a member of the Association (eg through death, resignation or default on subscriptions). The register of members of the Association is to include annotations against those members who have been appointed Vice-Presidents.

c. **Honorary Members of the Association.**

(1) The General Committee may appoint individuals or corporate bodies to be Honorary Members of the Association. It is envisaged that such appointments will be made sparingly with the intention of harnessing the support of influential individuals or bodies unlikely to seek membership in the ordinary way.

(2) Honorary Members of the Association have the same responsibilities and rights as other members except that:

(a) An Honorary Member is exempt from the annual subscription.

(b) An Honorary Member cannot vote at general meetings of the Association.

(c) An Honorary Member cannot serve as a member of the General Committee.

(3) Tenure of Honorary Membership shall be at the discretion of the General Committee. The register of members of the Association is to include details of all Honorary Members.

10. **Location of the Office of the Association.** The location of the office of the Association shall be the home address of the Association Treasurer as published from time to time in Association documentation and on the Association's website. The law applicable to the activities of the Association is determined by the location of the Association's office.

**By order of the General Committee
26 November 2015**