



# CONSTITUTION OF THE SIRMOOR RIFLES ASSOCIATION (SIRMOOR CLUB) (APRIL 2011)

## 1. BACKGROUND

- 1.1. The name of the Association is the Sirmoor Rifles Association (Sirmoor Club), abbreviated as SRA(SC) and known as The Sirmoor Club – hereinafter referred to as the “Club”.
- 1.2. The Club was formed on 10 September 1947 at its first meeting in the Café Royal, London. It was the British Officers’ Association of the 2<sup>nd</sup> K E O Goorkhas (Sirmoor Rifles). Subsequently Gurkha Officers resident in the UK were eligible to join.
- 1.3. In 2008 the Club and the Sirmoor Rifles Association (UK) Trust, a non-charitable trust latterly used primarily for the ownership and maintenance of the Regimental Property, were combined.
- 1.4. The Club shall remain in being for as long as the majority of members (quorum at the AGM) wish and for as long as they are prepared to administer and fund it.

## 2. OBJECTS OF THE CLUB

- 2.1. To promote communication and comradeship between all ranks of the 2<sup>nd</sup> King Edward VII’s Own Goorkhas (The Sirmoor Rifles), hereinafter referred to as the '2<sup>nd</sup> Goorkhas', the Royal Gurkha Rifles, and the Brigade of Gurkhas, and maintain communication with the Armed Forces of the Crown.
- 2.2. To maintain links, comradeship and communication with, and support The Sirmoor Club (Nepal) and the Sirmoor Sathis in the UK.
- 2.3. To refer cases of officers and/or widows of officers of the 2<sup>nd</sup> Goorkhas in poverty/distress to the appropriate Service Charities and to the Trustees of the 2GR Trust.

## 3. MEMBERSHIP

- 3.1 Membership of the Club is open to any qualified individual who is committed to promoting the objectives of the Club through their connections with the 2<sup>nd</sup> Goorkhas. There shall be the following categories of members:
  - 3.1.1 Full Members. Officers who were previously gazetted to the 2<sup>nd</sup> Goorkhas.
  - 3.1.2 Associate Members
    - 3.1.2.1 Officers seconded or attached to the 2<sup>nd</sup> Goorkhas.
    - 3.1.2.2 Members of the WRVS and SSAFA who have served with the 2<sup>nd</sup> Goorkhas.
    - 3.1.2.3 Close relatives or descendants of Full Members of the Club.
    - 3.1.2.4 Ex-2GR GORs subsequently commissioned as QGOs (in any previous Regiment or RGR) and domiciled in Europe.
    - 3.1.2.5 Ex-2GR attached BORs subsequently commissioned, subject to the approval of the Committee.
    - 3.1.2.6 Relatives of Full and Associate members who wish to continue their link with the club.

### 3.1.3 Honorary Members

- 3.1.3.1 GCOs from the date of their retirement from the Army
- 3.1.3.2 Widows of deceased Members
- 3.1.3.3 Ex-officio (Honorary Members whilst they hold the appointment/office listed below):

2GR Trust Trustee(s) representatives of Gurkhas' All Ranks  
Colonel Commandant The Rifles  
Colonel Brigade of Gurkhas  
Colonel RGR  
Chairman GBA  
Commanding Officer 5/8 GR, IA  
Nepalese Military Attaché, London

- 3.1.3.4 Persons who have strong connections with the Club, or the 2<sup>nd</sup> Goorkhas, or who are special friends may be invited by the Committee to become Honorary Members.

- 3.2 The Committee may establish different classes of membership and set appropriate rates of subscription.
- 3.3 The Committee must keep a register of members.
- 3.4 A member whose subscription is six months in arrears ceases to be a member but may be re-admitted on payment of the amount owing.
- 3.5 A member may resign by written notice to the Club.
- 3.6 The Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the Club (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice).
- 3.7 Membership of the Club is not transferable.

## **4. PRESIDENT AND VICE-PRESIDENT(S)**

- 4.1 A former officer of the 2<sup>nd</sup> Goorkhas will be elected as President at a General Meeting to which the Committee will propose nominations and the term of office.
- 4.2 With the sanction of the President, the Committee may appoint a member or members to become Vice-President(s).

## **5. THE COMMITTEE**

- 5.1 Control of the affairs of the Club shall be vested in the Club Committee, hereinafter referred to as the "Committee".
- 5.2 The Committee when complete consists of at least four and not more than ten individuals, all of whom must be, preferably, Full members of the Club i.e.
  - 5.2.1 The Officers of the Club – all honorary appointments, whose duties are at Annex A:
    - 5.2.1.1 The Chairman
    - 5.2.1.2 The Secretary
    - 5.2.1.3 The Treasurer
    - 5.2.1.4 The Editor of the Newsletter (The Sirmooree)
  - 5.2.2 Up to six elected Committee members
- 5.3 The Chairman and elected members shall be elected on a simple majority at a General Meeting for a term of five years. They may be re-elected/extended consecutively more than once.

- 5.4 Every Committee member must sign a declaration of willingness to act before he or she is eligible to vote at any meeting of the Committee.
- 5.5 A Committee member automatically ceases to be a member of the Committee if he or she:
- 5.5.1 is incapable, whether mentally or physically, of managing their own affairs
  - 5.5.2 is absent from two consecutive meetings of the Committee, unless their absence is unavoidable.
  - 5.5.3 ceases to be a member of the Club but such a person may be reinstated by resolution of all the other members of the Committee on resuming membership of the Club
  - 5.5.4 resigns by written notice to the Committee but only if at least two Committee members will remain in office
  - 5.5.5 is removed by a resolution passed by all the other members of the committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 5.6 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Club in respect of any liabilities properly incurred while he or she held office.
- 5.7 A technical defect in the appointment of a Committee member of which the Committee is unaware at the time does not invalidate decisions taken at the meeting.

## **6. COMMITTEE MEETINGS**

- 6.1 The Committee must hold at least one meeting each year.
- 6.2 A quorum at the Committee is five members.
- 6.3 A Committee meeting may be held either in person or through electronic means agreed by the Committee in which all participants may communicate with all other participants.
- 6.4 The Chairman or some other member of the Committee chosen by the members present presides at each Committee meeting.
- 6.5 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 6.6 Except for the Chairman of the meeting, who has a second or casting vote, every Committee member has one vote on each issue.

## **7. POWERS OF COMMITTEE**

- 7.1 The Committee has the following powers in the administration of the Club:
- 7.1.1 to appoint all honorary officers.
  - 7.1.2 to delegate any of their functions to sub-committees consisting of two or more members appointed by them (but at least one member of every sub committee must be a Committee member) and all proceedings of sub-committees must be reported promptly to the Committee
  - 7.1.3 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
  - 7.1.4 to make Rules consistent with this Constitution about the Committee and sub-committees
  - 7.1.5 to make Regulations consistent with this Constitution about the running of the Club (including the operation of and accounts and the commitment of funds)
  - 7.1.6 to resolve or establish procedures to assist the resolution of disputes within the Club
  - 7.1.7 to exercise any powers of the Club which are not reserved to a General Meeting

## **8. GENERAL MEETINGS**

- 8.1 All members are entitled to attend General Meetings of the Club in person.
- 8.2 General Meetings are called by 21 clear days written notice to the members specifying the business to be transacted.
- 8.3 There is a quorum at a General Meeting if the number of Full members personally present is at least fifteen.
- 8.4 The Chairman at General Meetings will be the President of the Club. In his absence the Chairman of the Club shall preside. In the event of neither of these two officers being present Full members attending the General Meeting shall select a chairman.
- 8.5 Except for the chairman of the meeting, who has a casting vote, every member present is entitled to one vote on every issue; except those that are specifically noted as being for Full members' votes only.
- 8.6 Every issue at a General Meeting is determined by a simple majority of the votes cast at the meeting and by post or email by all members; except those issues that are specifically noted as being for Full members' votes only.
- 8.7 An Annual General Meeting (AGM) must be held in every year.
- 8.8 An Extraordinary General Meeting (EGM) may be called at any time by the Committee and must be called within 14 days of a written request to the Committee from at least 15 members.
- 8.9 To encourage the views of all members, an Agenda with voting instructions is to be sent to all members by electron means or by post. The results are to be declared at the AGM or EGM.
- 8.10 At an AGM the members:
  - 8.10.1 receive the accounts of the Club for the previous financial year
  - 8.10.2 receive the report of the Committee on the Club's activities since the previous AGM
  - 8.10.3 elect Elected Committee members to replace those retiring from office
  - 8.10.4 elect from amongst the Full members the Chairman of the Club for the following five years
  - 8.10.5 appoint an auditor or independent examiner for the Club where required
  - 8.10.6 may confer upon any individual (with his or her consent) the honorary title of Patron, Vice Patron, President or Vice-President of the Club
  - 8.10.7 discuss and determine any issues of policy or deal with any other business put before them

## **9. FUNDS AND PROPERTY**

- 9.1 The funds of the Club must only be used for promoting its Objects. They do not belong either to the members of the Club or the Committee.
- 9.2 No Committee member may receive any payment of money or other material (whether direct or indirect) from the Club except
  - 9.2.1 under clauses and 9.3.6 (fees)
  - 9.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Club
  - 9.2.3 interest at a reasonable rate on money lent to the Club
  - 9.2.4 a reasonable rent or hiring fee for property let or hired to the Club
  - 9.2.5 an indemnity in respect of any liabilities properly incurred in the running of the Club (including the costs of a successful defence to criminal proceedings)
  - 9.2.6 any Committee member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Club on the instructions of the other Committee members but (i) only if the procedure prescribed by clause 9.3 is followed in selecting the member, firm or company concerned and setting the fees and (ii) provided that this provision may not apply to one half of the Committee members in any financial year
  - 9.2.7 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
  - 9.2.8 in exceptional cases, other payments or material benefits (but only with the written approval of the Commission)

- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
- 9.3.1 declare an interest before discussion begins on the matter
  - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
  - 9.3.3 not be counted in the quorum for that part of the meeting
  - 9.3.4 withdraw during the vote and have no vote on the matter
- 9.4 Any trust corporation that is appointed as holding trustee or any nominee for the Club may be paid reasonable fees.
- 9.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.14 until needed.
- 9.6 Investments and other property of the Club may be held:
- 9.6.1 in the names of the Committee members for the time being
  - 9.6.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions
  - 9.6.3 in the name of at least two and up to four members of the Club who must be appointed (and may be removed) by a resolution of the Committee
  - 9.6.4 in the name of a trust corporation as a holding trustee for the Association, which must be appointed (and may be removed) by deed executed by the Committee
- 9.7 The Property (goods and chattels) of the 2<sup>nd</sup> Goorkhas have been gifted to the Royal Gurkha Rifles (RGR) Trust with a caveat that certain items listed as a Reserved Category at Appendix 1 require the 2GR Trustees to be consulted first before the disposal of any item.
- 9.8 The Queen's Truncheon. By far the most important piece of property and one of wide historical interest belonging to the SRA (UK) Trust is the Queen's Truncheon together with the memorial centerpiece designed to hold its head in the Officers' Mess on very special occasions. These are in the custody of the The Royal Gurkha Rifles while in service with The Royal Gurkha Rifles and as such are subject to the declaration signed on 28<sup>th</sup> November 1996. It being of the greatest importance that the agreement should not be lost or forgotten, a photocopy of the signed declaration is at Appendix 2.

## **10. RECORDS & ACCOUNTS**

- 10.1 The Committee must keep proper records of:
- 10.2.1. all proceedings at general meetings
  - 10.2.2. all proceedings at Committee meetings
  - 10.2.3. all reports of sub-committees
  - 10.2.4. all professional advice obtained
- 10.2 Annual reports and statements of accounts relating to the Club must be made available for inspection by any member of the Club.
- 10.3 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Club's reasonable costs (as required by the Charities Act 1993.)

## **11. NOTICES**

- 11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal (or newspaper) or in any newsletter distributed by the Club.
- 11.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).

- 11.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
  - 11.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
  - 11.3.2 two clear days after being sent by first class post to that address
  - 11.3.3 three clear days after being sent by second class post or overseas post to that address
  - 11.3.4 on the date of publication of a journal or newspaper containing the notice
  - 11.3.5 on being handed to the member (or his authorised representative) personally
  - 11.3.6 as soon as the member acknowledges receipt
- 11.4 A technical defect in the giving of the notice of which members of the Committee are unaware at the time does not invalidate decisions taken at a meeting

**12. AMENDMENTS**

- 12.1 This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but
  - 12.1.1 the members must be given 21 clear days notice of the proposed amendments
  - 12.1.2 no amendment is valid if it would cause a fundamental change to the Objects or to this clause or destroy the charitable status of the Club

**13. DISSOLUTION**

- 3.1 If at any time the members at a General Meeting decide to dissolve the Club, the members of the Committee will remain in office and will be responsible for the orderly winding up of the Club’s affairs.
- 3.2 After making provision for all outstanding liabilities of the Club, the Committee must apply the remaining property and funds in one or more of the following ways:
  - 13.2.1 by transfer to one or more bodies established for exclusively charitable purposes within the same as or similar Objects
  - 13.2.2 directly for the Objects or charitable purposes within or similar to the Objects

**ADOPTED AT A MEETING HELD**

AT \_\_\_\_\_ [Place]  
 WITNESSED \_\_\_\_\_

ON \_\_\_\_\_ [Date]                      SIGNATURE \_\_\_\_\_

SIGNED \_\_\_\_\_                      NAME \_\_\_\_\_  
*[Name and signature of chairman of the meeting]*                      *[Name, address, occupation]*

NAME \_\_\_\_\_  
 \_\_\_\_\_  
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