

## **Group Constitution - 109<sup>th</sup> Leicester Countesthorpe St Andrews**

### **Preamble**

This Constitution describes the role, membership and operation of the Scout Council, and the Trustee Board.

In the interest of openness, especially for new members of the Scout Council, the Scout Council should re-adopt their Constitution at each Annual General Meeting.

### **Charitable Objects:**

[Rule 1.1 of The Scout Association Policy, Organisation and Rules] Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

### **1) The Group Scout Council**

1.1 The Group Scout Council has a governance role for the charity and, in particular, makes Group Trustee Board appointments other than ex officio and co-opted appointments (see Rule 5.4.5.2.c).

1.1.1. The Group Trustee Board is responsible for the governance of the charity. Although the Group Trustee Board is responsible for the charity, it is accountable to the Group Scout Council.

1.1.2. The Group Scout Council has no Trustee responsibilities.

a. There are three categories of membership of the Scout Council:

- Ex officio
- Nominated
- Right of attendance

c. A Secretary must ensure that nominated Scout Council Members are recorded in the minutes of the Scout Council meeting which is normally the Annual General Meeting. Nominated Scout Council members must not be recorded on The Scout Association's membership system. Ex officio Scout Council members must not be recorded as Scout Council Members on The Scout Association's membership system.

### **2) Group Scout Council membership**

2.1 Membership of the Group Scout Council does not provide any membership status of the Scouts.

2.2 Group Scout Council membership

2.2.1 The ex officio members of the Group Scout Council are members by virtue of their role in The Scouts:

- all adult members of the Group – see Group roles listed in the Chapter 16 Roles Table of The Scout Association's Policy, Organisation and Rules
- all Patrol Leaders of the Troop(s) in the Group
- all parents or carers of Squirrels, Beavers, Cubs and Scouts in the Group
- the District Lead Volunteer
- the District Chair

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2.3 The appointed members of the Group Scout Council are other supporters of the Group appointed by the Group Scout Council on the recommendation of the Group Lead Volunteer and the Group Trustee Board. The number of appointed members must not exceed the number of ex officio Group Scout Council members (see also (2.7.) below). A Group Scout Council does not need to have any appointed members.

2.4 The community members of the Group Scout Council are representatives of the local community appointed because of their role rather than by their name. For example local headteachers, or Parish Council members. They are appointed by the Group Scout Council on the recommendation of the Group Lead Volunteer and the Group Trustee Board. The number of community members must not exceed the number of ex officio Group Scout Council members (see also (2.7.) below).

2.5. The County Lead Volunteer has the right of attendance at each Group Scout Council meeting in the County.

2.6. Membership of the Group Scout Council ends when the:

- member resigns
- member no longer qualifies as a member of the Group Scout Council
- Group Scout Council is dissolved
- Group Scout Council membership is terminated by UK Headquarters following a recommendation by the Group Trustee Board.

2.7. The total number of appointed and community members of a Group Scout Council must not exceed the number of ex officio members.

2.8. Appointed members of a Group Scout Council must each have a fixed period for their appointment of not more than three years. Subsequent reappointments are permitted.

2.9. Community members of a Group Scout Council are initially appointed for a term of one year, though they may be renewed annually at the AGM.

2.10. Group Trustee Board administration (see POR 5.4.7.9) must ensure that appointed Group Scout Council Members are recorded locally in the minutes of the Group Scout Council meeting which appoints them (normally the AGM). Scout Council members (whether ex officio or appointed or community) must not be recorded as Scout Council Members on The Scout Association's membership system

### **3) The Annual General Meeting**

3.1. Each Group Scout Council must hold an Annual General Meeting (AGM) within six months of the end of the Group's financial year. The Group will give 4 weeks' notice of the date of the AGM.

3.2. The AGM must:

3.2.1. Undertake governance oversight by

- approving the minutes of the previous Group AGM
- adopting (or re-adopting) the constitution of the Scout Group charity (see Rule 5.3) of The Scout Association Policy, Organisation and Rules.
- noting the dates of charity's financial year

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- approving appointed and community members of the Group Scout Council
- agreeing the maximum total number of members of the Group Trustee Board (this is one number representing the total of ex officio, appointed and co-opted members).
- agreeing the quorum for future meetings of the Group Scout Council

### 3.2.2. Review the previous year by

- receiving from the Group Lead Volunteer an overview of the past 12 months of activity in the Group
- receiving and considering the Group Trustees' Annual Report and the annual statement of accounts approved by the Group Trustee Board.
- Before the AGM, the accounts must have completed their examination by an appropriate auditor, independent examiner, or scrutineer (see 5.7.3). This must include the formal report prepared by the auditor, independent examiner, or scrutineer.

### 3.2.3. Make appointments

- appoint a Chair of the Group Trustee Board, following recommendation from the selection process initiated by the Group Trustee Board. Vacancies for Chair only occur at the end of their 3 year period of appointment or after a resignation earlier than this time.
- appoint a Treasurer of the Group Trustee Board, following recommendation from the selection process initiated by the Group Trustee Board. Vacancies for Chair only occur at the end of their 3 year period of appointment or after a resignation earlier than this time.
- appoint other members of the Group Trustee Board, following recommendations from the selection process initiated by the Group Trustee Board. These members shall be nominated for a 1 year period and will need to be elected again each year.
- approve the appointment of any Group Presidents or Group Vice Presidents, and note current appointees (if any)
- appoint (or re-appoint) an auditor, independent examiner or scrutineer as required.

### 3.2.4. Following each AGM, the Group Trustee Board administration must ensure that:

3.2.4.1. All appointed Trustees are recorded on the membership system, as required by Rule 16.2.2 of The Scout Association Policy, Organisation and Rules

3.2.4.2. The Group Trustees' Annual Report and Accounts, including the formal report prepared by the auditor, independent examiner, or scrutineer are filed as described in Rule 5.7 of The Scout Association Policy, Organisation and Rules

3.2.4.3. It is good practice for the new Group Trustee Board to verify the draft Minutes of the AGM at their first meeting following the AGM, even though the minutes cannot be formally approved until the charity's next AGM.

## 4. The Group Trustee Board

4.1. The Group Trustee Board is a team of volunteers who work together, as charity Trustees, to make sure the Scouts is run safely and legally. At the heart of their role is a focus on strategy, performance and assurance.

4.1.1. Effective Trustee support helps other volunteers run the Scout programme that gives young people Skills for Life.

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4.1.2. Members of the Group Trustee Board must act collectively as charity trustees of their Scout Group, and in the best interests of the charity's members.

4.2. Governance roles must be distinct to help manage conflicts of interest. This means that the roles of Group's Chair and Treasurer must be kept separate and be done by two different people.

4.3 The Group Trustee Board must act in the charity's best interests, acting with reasonable care and skill and take steps to be confident that:

4.3.1. The charity is:

- well managed
- carrying out its purposes for the public benefit
- complying with the charity's governing document and the law
- managing the charity's resources responsibly

4.3.2. the charity is operating compliant with POR and the local charity regulator, including effective management of each of the Key Policies listed in Chapter 2 of The Scout Association Policy, Organisation and Rules.

4.3.3. young people are meaningfully involved in decision making at all levels

4.4.4. the Group has sufficient resources (funds, people, property and equipment) available to meet the planned work of the Group including delivery of the high quality programme and resource requirements of the training programme (Rule 4.2.2 of The Scout Association Policy, Organisation and Rules)

4.4.5. The Group Trustee Board members must themselves collectively:

a) develop and maintain a risk register, including putting in place appropriate mitigations

b) ensure that the Group's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the Group

c) maintain and manage:

- a reserves policy for the charity including a plan for use of reserves outside the 'minimum'
- an investment policy for the charity
- a public benefit statement for the charity

d) ensure that people, property and equipment are appropriately insured, and that any property and equipment owned or used by the Group is properly protected and maintained

e) ensure the appointment and management and operation of any subcommittees, including appointing a Chair to lead the sub-committee. This should normally be one of the Group's Trustees.

f) ensure that effective administration is in place to support the work of the Group Trustee Board

g) appoint any co-opted members of the Group Trustee Board

h) ensure transparency of operation, including:

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- prepare and approve the Annual Accounts and arrange their examination by an auditor, independent examiner or scrutineer (as appropriate) and as appointed by the Group Scout Council at their AGM
- prepare and approve the Group Trustees' Annual Report (which must include the Annual Accounts and include the report from the auditor, independent examiner or scrutineer)
- present the approved Group Trustees' Annual Report and Annual Accounts to the Group Scout Council for their consideration at the Group's AGM
- following the Group AGM, ensure that a copy of the Group Trustees' Annual Report and Accounts is sent to the District Trustee Board administration (see 5.4.7.9) and, if the Group is a registered charity, is filed with the appropriate charity regulator (if the regulator's rules require it).

i) take responsibility for the Group's adherence to Data Protection Legislation recognising that, dependent on circumstances, it will at different times act as a Data Controller and as a Data Processor

j) individually and collectively maintain confidentiality regarding appropriate Group Trustee Board business

k) put in place annually an open and transparent selection process to recommend to the Group Scout Council appropriate members to be appointed members of the Group Trustee Board, including Chair and Treasurer. Vacancies for appointed Trustees only occur at the end of their period of appointment.

l) where staff are employed:

- act as a responsible employer in accordance with the Scouts' values and relevant legislation
- ensure that effective line management is in place for each employed staff member and that these are clearly established and communicated
- ensure that appropriate specific personnel insurance is in place

4.5. The Group Trustee Board may create sub-committees it deems necessary to support its governance function. The Group Trustee Board must ensure that for any sub-committee it appoints:

- a. its purpose is governance-focused and not operational
- b. its members are agreed and approved by the Group Trustee Board
- c. the Group Trustee Board Chair is an ex officio member
- d. the Group Lead Volunteer is an ex officio member

4.6 Sub-committee members are not Trustees unless they are already members of the appointing Group Trustee Board.

4.6.1. All sub-committee members must be recorded on the membership system.

## **5) Membership of the Board of Trustees**

5.1. Subject to the conflict of interest rules (see Chapter 16 and the definition of 'conflict of interest' in the Definitions Chapter), a Trustee may be a member of more than one Trustee Board.

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5.2. A Group Trustee Board should comprise a maximum of 12 Trustees (the total of all ex officio, appointed and co-opted Trustee Categories), with a minimum of five Trustees. The maximum number of Trustees should be agreed by the Group Scout Council at its AGM.

5.2.1. Each ex officio, appointed and co-opted member of the Group Trustee Board is a charity Trustee of the Group. People invited to attend a meeting of the Group Trustee Board, or with right of attendance, may be present at the meeting but are not charity Trustees and have no voting rights.

5.2.2. Certain people are disqualified from being charity trustees by virtue of the Charities Acts.

5.2.3. The Group is also registered as a charity and the Group's registration number is recorded on the membership system.

5.3. All Trustees must complete learning as specified in POR Rule 16.2.1, 16.2.3, 16.2.4 of The Scout Association Policy, Organisation and Rules and the Chapter 16 Roles Table. of The Scout Association Policy, Organisation and Rules

5.4. It is good practice for the Group Trustee Board, and any sub committees, to have at least two Trustees aged between their 18th and 25th birthdays.

5.5. Each Group Trustee Board requires effective administration. The administration may be provided by one or more persons as appropriate to the Group.

5.6. The selection processes leading to appointment of Group Trustees must include a rigorous and transparent selection process, which includes advertising vacancies widely.

5.7. The members of the Group Trustee Board are:

5.7.1. The Group Lead Volunteer is an ex officio member of the Group Trustee Board. There is only one ex officio Trustee role for a Group Lead Volunteer, so where there are joint role holders for Group Lead Volunteer, the role holders must decide, in discussion the Group Chair, which of them will be the ex officio Trustee. However, each Group Lead Volunteer role holder must be eligible to be a Trustee (as specified in 16.1.1.5 of The Scout Association Policy, Organisation and Rules).

5.7.2. The Group Trustee Board must initiate a selection process to propose a Group Chair to the Group Scout Council for appointment at their AGM. Vacancies for the role of Group Chair only occur at the end of their period of appointment. The proposal from the Trustee Board is received by the Scout Council at their AGM. The proposal from the Trustee Board does not require seconding by a member of the Scout Council. The action of the Scout Council is to approve (or not) the proposed name from the Trustee Board.

5.7.3. The Group Trustee Board must initiate a selection process to propose a Group Treasurer to the Group Scout Council for appointment at their AGM. Vacancies for the role of Group Treasurer only occur at the end of their period of appointment. The proposal from the Trustee Board is received by the Scout Council at their AGM. The proposal from the Trustee Board does not require seconding by a member of the Scout Council. The action of the Scout Council is to approve (or not) the proposed name from the Trustee Board.

5.7.4. The appointed members of a Group Trustee Board are persons appointed by the Group Scout Council at the Group's AGM. This should follow a selection process initiated and overseen by the Group Trustee Board. Vacancies for the role of Trustee only occur at the end of their period

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of appointment. The proposal from the Trustee Board is received by the Scout Council at their AGM. The proposed name(s) from the Trustee Board do not require seconding by a member of the Scout Council. The action of the Scout Council is to approve (or not) the proposed name(s) from the Trustee Board.

5.7.5 The co-opted members of a Group Trustee Board are persons coopted annually by the Group Trustee Board. They are not appointed by the Group Scout Council at its AGM. The number of co-opted members must not exceed the actual number of appointed Trustees (excluding Chair and Treasurer).

5.7.6. This Open Selection process shall be reviewed by Trustees each March and shall be circulated to all Group Scout Council Members prior to nominations opening and shall be made available on the Group website.

5.8. The District Commissioner, the District Chair and the County Commissioner each have the right of attendance at meetings of each of the Group Trustee Boards in the Districts in the County.

5.9. Term limits for Trustees are specified in POR rule 5.3.1.6.

5.10. If a Trustee Board Chair or Treasurer resigns, then Rule 16.6.3 of The Scout Association Policy, Organisation and Rules must be followed.

5.11 It is recognised that members of the Trustee Board may originate from the same family and/or household and this is permitted. However it is the duty of the whole Board as responsible Trustees, to ensure that any potential conflicts of interest that may arise, in the conduct of all Trustee matters; including those outside of formal meetings, are managed in the Group's best interests.

## **6) Conduct of Meetings**

6.1 The Group Scout Council meets at their AGM (see Rule 5.4.5). It would be unusual for there to be additional meetings of the Group Scout Council.

6.2. A Group Scout Council meeting should normally be convened with at least four week's notice. A meeting may be convened on shorter or no notice with the agreement of at least three quarters of the members of the Group Trustee Board.

6.3 Group Scout Council meetings are chaired by the Group Chair. If the Group Chair is unable to be present, the Group Chair may appoint a delegate to chair a meeting of the Group Scout Council subject to such appointment being approved at the start of the meeting by a majority of the Group Scout Council members present.

6.4. Only Group Scout Council members, as defined in Rule 2.2, may vote in Scout Council meetings.

6.5. The quorum for a Group Scout Council meeting is agreed by the Group Scout Council at their AGM. If there is no quorum present at a meeting of the Group Scout Council, the meeting must be closed and reconvened at the earliest available opportunity.

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6.6. Decisions are made by a majority of votes cast by those present at the meeting. In the event of an equal number of votes being cast on either side, the Chair does not have a casting vote and the matter is taken not to have been carried.

6.7 In order to discharge their responsibilities, the Group Scout Council may meet by video conference as well as, or instead of, face to face when agreed by the Group Chair. The Group Scout Council must not 'meet' using any indirect process, such as email. At any meeting which is not fully in person, there must be an online poll or other electronic method of counting votes.

6.8. All meetings of the Group Scout Council, whether face-to-face or otherwise, must be properly recorded and minuted.

6.9. Meetings of the Group Trustee Board should be convened on at least two weeks' notice. Meetings may be convened on shorter or no notice with the agreement of at least half of the members of the Group Trustee Board.

6.9.1. Group Trustee Board meetings are chaired by the Group Chair. If the Group Chair is unable to be present, they may appoint a delegate to chair a meeting of the Group Trustee Board subject to such appointment being approved at the start of the meeting by a majority of the members present at the meeting.

6.10. Only members of a Group Trustee Board as defined in Rule 5.4.7 may vote in its meetings .

6.11. The quorum for a meeting of a Group Trustee Board is one third of the Trustees (ex officio plus appointed plus co-opted) plus one. If there is no quorum present at a meeting of the Group Trustee Board, the meeting must be closed and reconvened at the earliest opportunity.

6.11.1. Recognising the Trustee Board may have multiple members from the same family and household, there must be a minimum of 4 different families / households for a meeting to be quorate.

6.11.2. In the case of a sub committee of the Group Trustee Board, the quorum for each sub committee must be set by the Group Trustee Board, based on the size of the sub committee and the complexity of its task(s).

6.12 Decisions are made by a majority of votes cast by those present at the meeting. In the event of an equal number of votes being cast on either side, the meeting Chair does not have a casting vote and the matter is taken not to have been carried.

6.13. In order to discharge their responsibilities, the Group Trustee Board may meet by telephone or video conference as well as face to face when agreed by the Group Chair. This includes 'hybrid' meetings, where some members are present at an agreed meeting place and others join by telephone or video.

6.14. Where urgent matters arise between scheduled meetings of the Group Trustee Board and if it is not practicable to convene a meeting of the Group Trustee Board then an electronic voting method (such as email) is allowed for decision making of the Group Trustee Board when deemed appropriate by the Group Chair. In such circumstances, at least 75% of the members of the Group Trustee Board must approve the decision, and the outcome of the voting must be reported at, and recorded in the minutes of, the next Group Trustee Board meeting.



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**7) Other**

a. This Constitution should be made available, if requested, to any member of the Group Scout Council or interested party for review or scrutiny, within a reasonable timeframe.