



Constitution of Dringhouses (PC) Scout Group

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Version Control

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Guiding Principles

The constitution is based on the model Constitution as outlined in The Scout Association's Policy, Organisation and Rules (POR) with changes made only to take into account issues specific to Dringhouses (Parish Church) Scout Group hereinafter referred to as Dringhouses Scouts.

Any future material changes or additions made by The Scout Association to the model constitution in POR will be reviewed and adopted unless deemed unnecessary by the Trustees and Group Scout Council

The Group Chair, in close consultation with the Group Lead Volunteer, prior to the Annual General Meeting (AGM) each year will review the Constitution and any proposed changes will be put before the Trustee Board for amendment approval and then to the AGM

The Group will be run in accordance with the Scout Association's Policy Organisation and Rules.

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 will re-adopt the constitution at each Annual General Meeting.

THE CONSTITUTION OF DRINGHOUSES SCOUT GROUP

The Purpose of Dringhouses Scout Group

Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

The Group Scout Council and the Group Trustee Board

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.

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.

The Group Scout Council has no Trustee responsibilities.

The Group Scout Council - membership

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

a) 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 as outlined in POR Chapter 16
- all Patrol Leaders of the Troops in the Group
- all parents or carers of Squirrels, Beavers, Cubs and Scouts in the Group
- all Explorers, as stated in the Partnership Agreement
- all parents and carers of Explorers, as stated in the Partnership
- the Sponsoring Authority's (St Edward the Confessor Church) nominee
- the District Commissioner
- the District Chair

b) 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. The Group Scout Council does not need to have any appointed members and at this time does not.

c) The community members of the Group Scout Council can be 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. At the moment there are none.

d) The County Commissioner has the right of attendance at each Group Scout Council meeting in the County.

e) 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.

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

g) 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

h) 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.

i) Group Trustee Board administration (Secretary) must ensure that appointed Group Scout Council Members are recorded locally in the minutes of the Group Scout Council meeting which appoints them (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.

Annual General Meeting

The Group Scout Council must hold an Annual General Meeting (AGM) within six months of the end of the Group's financial year. Four weeks' notice of the date of the AGM should be given.

The Annual General Meeting will:

a) **Undertake governance oversight by:**

- approving the minutes of the previous Group AGM
- making any amendments to and re-adopting the constitution of the Scout Group charity
- noting the dates of charity's financial year
- approving appointed and community members of the Group Scout Council
- agreeing the maximum total number of members of the Group Trustee Board, currently set at 12
- agreeing the quorum for future meetings of each of the following:
 - the Group Council. Currently at 17
 - the Trustee Board. Currently at 7 to be amended to $1/3^{\text{rd}} + 1$ of number of trustees
 - sub committees of the Trustee Board. Currently at 2

b) Review the previous year by

1. receiving from the Group Lead Volunteer an overview of the past 12 months of activity in the Group
2. 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, independent examiner. This must include the formal report prepared by the auditor, independent examiner, or scrutineer.

c) Make appointments

- At the end of their term of office appoint a Chair of the Group Trustee Board, for a term of three years, following recommendation from the selection process initiated by the Group Trustee Board.
- At the end of their term of office appoint a Treasurer of the Group Trustee Board, for a term of three years, following recommendation from the selection process initiated by the Group Trustee Board.
- appoint other members of the Group Trustee Board, following recommendations from the selection process initiated by the Group Trustee Board and including:
 - Secretary for a term of three years
 - Assistant Treasurer for a term of three years
 - Safety Officer for a term of three years
 - And up to 6 other trustees for a term of up to three years

It is an aspiration that the Trustee Board will also recruit members who might fill the following posts currently being held by other Board members:

Group Data Lead; Fundraising Team Leader; Building Management Team Leader; Group Inclusion officer

- Approve the appointment of the Honorary Group Presidents or Group Vice Presidents for the term of the GLV
- appoint (or re-appoint) an independent examiner

Following each AGM, the Group Trustee Board administration (Secretary/Treasurer/Chair) must ensure that:

- a) All appointed Trustees are recorded on the membership system
- b) the Group Trustees' Annual Report and Accounts, including the formal report prepared by the auditor, independent examiner is filed with the District treasurer within 14 days

The Chair will ensure that a copy of the annual report and accounts are submitted to the Charity Commission within ten months of the financial year end.

In accordance with good practice the new Group Trustee Board should 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.

The Group Trustee Board

Purpose of the Trustee Board

The 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. Effective Trustee support helps other volunteers run the Scout programme that gives young people skills for life. Members of the Trustee Board must act collectively as charity trustees of their charity, and in the best interests of the charity's members. Governance roles must be distinct to help manage conflicts of interest. That means the roles of Group Chair and Treasurer must be kept separate and be done by two different people. The Group Trustee Board must act in the charities best interests acting with reasonable care and skill and take steps to be confident that:

- a) 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
- b) 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.
- c) The charity is endeavouring to meaningfully involve young people in decision making at all levels
- d) 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

The Trustee Board members must themselves collectively:

- a) develop and maintain a risk register, including putting in place appropriate mitigations
- b) ensure that the charity'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 charity is properly protected and maintained
- e) ensure the appointment and management and operation of any sub- committees, 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 Trustee Board

- g) appoint any co-opted members of the Trustee Board
- h) ensure transparency of operation, including:
 - prepare and approve the Annual Accounts and arrange their examination by an independent examiner and as appointed by the Scout Council at their Annual General Meeting
 - prepare and approve the Trustees' Annual Report (which must include the Annual Accounts and include the report from the independent examiner)
 - present the approved Trustees' Annual Report and Annual Accounts to the Scout Council for their consideration at the AGM.
 - following the Group AGM, ensure that a copy of the Trustee Annual Report and Accounts is sent to the District administration and is filed with the appropriate charity regulator
- i) take responsibility for 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 Trustee Board business
- k) put in place and review 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 at the end of their period of appointment.
- l) the Group has resolved not to employ staff but were that to change the Group would:
 - act as a responsible employer in accordance with Scouting's 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

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 which they may or may not exercise
- d. the Group Lead Volunteer is an ex officio member which they may or may not exercise

Sub-committee members are not Trustees unless they are already members of the appointing Group Trustee Board. All sub-committee members must be recorded on the membership system.

Group Trustee Board - Membership

Subject to the conflict of interest rules a Trustee may be a member of more than one Trustee Board.

The Group trustee Board shall comprise a minimum of 5 trustees and maximum of 12 Trustees (the total of all ex officio, appointed, and co-opted Trustee categories). However, it is recognised that some flexibility is required to allow where exceptional circumstances arise and there are already 12 members, it is deemed necessary to recruit a trustee with specific skills to support the work of the Board.

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.

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

The Group's registration number must be recorded on the membership system.

The Group must not use any other charity number than our own.

All Trustees must complete learning as specified in 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.

The Group Trustee Board, and any sub committees, will endeavour to have two Trustees aged between their 18th and 25th birthdays.

The Group Trustee Board requires effective administration in the person of the Group Trustee Board Secretary who shall be a Trustee if they wish.

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

Members

a) The members of the Group Trustee Board are:

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, therefore should the Group ever have joint role holders they 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
2. The Chair
3. The Secretary, if they choose to stand
4. The Treasurer
5. The Assistant Treasurer

All of whom will be appointed members

6. The Safety Officer

Who will be a co-opted member

Plus, up to 6 other trustees, who may stand as a general Trustee or fulfil one of the following posts: Group Data Lead, Fundraising Team Leader, Building Management Team Leader, or Group Inclusion Officer.

- b) 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.

- c) 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.
- d) 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 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 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(s) from the Trustee Board.
- e) The co-opted members of a Group Trustee Board are persons co-opted 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).
- f) 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.
- g) The Sponsoring Authority, or its nominee, has the right of attendance at a Group Trustee Board.

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

Group Scout Council - Conduct of meetings

The Group Scout Council meets at their AGM and it would be unusual for there to be additional meetings of the Group Scout Council.

A Group Scout Council meeting should normally be convened with at least four weeks' 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.

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.

Only Group Scout Council members may vote in Scout Council meetings.

The quorum for a Group Scout Council meeting has been agreed by the Group Scout Council at their AGM as 17.

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.

Decisions are made by a majority of votes cast by those present at the meeting as well as votes cast by electronic poll of Scout Council Members eligible to vote. 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.

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

Group Trustee Board - Conduct of meetings

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.

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.

Only members of a Group Trustee Board may vote in its meetings.

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. Where 12 trustees are in post this would give a quorum of 5.

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.

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

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.

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.

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.

N.B. Per POR rules, with the exception of the Group Lead Volunteer who may serve a complete term of 10 years, trustees may serve a term of up to 3 years and may apply for re-appointment after three years up to a maximum of three terms (total of 9 years in office) and may not serve on the Trustee Board in any capacity for three years after that term. These terms are to be re-set as from AGM 2024, any previous service not counting. The terms for Trustees at the 2024 AGM will be staggered to prevent a full reset being necessary and preserve continuity.