

Constitution: 5th Saffron Walden Scout Group

[Version June-2023]

1 Preamble

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

The Constitution of 5th Saffron Walden Scout Group (“The Group”) is based on and closely reflects Chapter 5.4 of The Scout Association’s Policy, Organisation and Rules (POR) and is a requirement as described by Rule 5.3 of The Scout Association’s POR. It has been modified to take account of current practices in the management and governance of the Group.

Any terms used but not defined in this Constitution shall take the definition from the current version of The Scout Association’s POR.

The Group is an Excepted Charity as defined by the Charity Commission. As such, The Group acts to all intents and purposes as a Charity with the exceptions that formal registration with and annual reporting to the Charity Commission are not required.

The Group is Sponsored. The Sponsoring Authority is Saffron Walden Free Churches (the Baptist Church and the United Reformed Church) and the Sponsorship Agreement was signed in 1959.

This constitution was formally adopted by the Group Scout Council at the Annual General Meeting held on [DATE].

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.

2 Youth Inclusion

- 2.1 All elected and constitutional bodies of The Group should where possible have, as full voting members, at least two young people between the ages of 18 and 25 years old.
- 2.2 This policy, as a matter of good practice, should also be applied to any ad hoc, short- or long-term Working Groups or Committees.
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3 The Group Scout Council - Membership

- 3.1 The Group Scout Council is the body which has charity governance responsibility for Scouting in the Group. The Group Trustee Board is accountable to the Group Scout Council.
- 3.2 Membership of the Group Scout Council does not provide membership of the Scouts.
- 3.3 There are three categories of membership of the Group Scout Council:
1. Ex officio
 2. Nominated
 3. Right of attendance
- 3.4 A Secretary must ensure that nominated Group Scout Council Members are recorded in the minutes of the Group Scout Council meeting which is normally the Annual General Meeting. Nominated Group Scout Council members must not be recorded on The Scout Association's membership system. Ex officio Group Scout Council members must not be recorded as Group Scout Council Members on The Scout Association's membership system.

3.5 Group Scout Council membership

The ex officio members of the Group Scout Council are:

- i. all adult members of the Group (*see Group roles listed in the Chapter 16 Roles Table of POR <https://www.scouts.org.uk/por/16-adult-roles/>*)
- ii. all Patrol Leaders of the Troops in the Group
- iii. parents or carers of Squirrels, Beavers, Cubs and Scouts
- iv. the Sponsoring Authority, or its nominee
- v. any other supporters including former Scouts and their parents or guardians who may be admitted by the Group Scout Leader, the Group Executive Committee or the Group Scout Council;
- vi. the District Commissioner

- vii. the District Trustee Board Chair

The nominated members of the Group Scout Council are appointed by the Group Scout Council on the recommendation of the Group Scout Leader and the Group Trustee Board. The number of nominated members must not exceed the number of ex officio members. A nominated member of the Group Scout Council must be appointed for a fixed period not exceeding three years. Subsequent reappointments are permitted.

3.6 The County Commissioner has a right of attendance at all Group Scout Council meetings in the County.

3.7 Membership of the Group Scout Council ends upon:

- the resignation of the Group Scout Council member
- the member no longer qualifying as a member of the Group Scout Council
- dissolution of the Group Scout Council
- the termination of membership by UK Headquarters following a recommendation by the Group Trustee Board

4 Group Scout Council - Annual General Meeting

4.1 The Group Scout Council must hold an Annual General Meeting within six months of the end of the Group's financial year. (The Group year-end is 31st March.)

4.2 The Annual General Meeting must:

- i. Undertake governance oversight
 - adopt (or re-adopt) the constitution of the Group. (See rule 5.3 of *The Scout Association's POR*.)
 - note the dates of Group's financial year
 - agree the number of members that may be elected to the Group Trustee Board
 - agree the quorum (*current quorum is defined in section 9*) for each of:
 - meetings of the Group Scout Council
 - meetings of the Group Trustee Board
 - meetings of any sub-Committees
- ii. Review the previous year
 - receive and consider the Trustees' Annual Report and the annual statement of accounts prepared by the Group Trustee Board. The accounts must have completed their examination by an appropriate auditor, independent

examiner, or scrutineer (see 5.5.3 of POR). The Trustees' Annual Report and Accounts presented to the Group Scout Council must include the formal report prepared by the auditor, independent examiner, or scrutineer.

iii. Make appointments

- approve the Group Scout Leader's nomination of the Chair of the Group Trustee Board
- approve the Group Scout Leader's nomination of members of the Group Trustee Board
- elect a Secretary to the Group Trustee Board.
- elect a Treasurer to the Group Trustee Board
- elect Trustees to the Group Trustee Board
- approve the appointment (or re-appointment) of any Presidents or Vice Presidents
- appoint (or re-appoint) an auditor, independent examiner or scrutineer as required

4.3 Following each Annual General Meeting, the Secretary must ensure that:

- all nominated or elected Trustees are recorded on the membership system, as required by Rule 16.1.3 of POR
- the Trustee Annual Report and Accounts are filed as described in Rule 5.5 of POR

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

4.4 Governance roles must be distinct to help manage conflict of interest. This means that the roles of Chair and Treasurer must not be combined in any way.

5 Group Trustee Board - Purpose

The Group Trustee Board is a team of volunteers who work together, as charity Trustees, to make sure the Group 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.

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

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

- The Group is:
 - well managed
 - carrying out its purposes for the public benefit
 - complying with the Group's governing document and the law
 - managing the Group's resources responsibly
- The Group is operating compliant with The Scout Association POR, including effective management of the Key Policies listed in chapter 2 - The Equal Opportunities Policy, Privacy and Data Protection Policy, Religious Policy, Safeguarding Policy, Safety Policy, Vetting Policy, Youth Member Anti-bullying Policy.
- young people are meaningfully involved in decision making at all levels
- there are 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 (*POR Rule 4.2.2*)
- the Group has a positive image in the local community

5.3 The Group Trustee Board members must themselves collectively:

- develop and maintain a risk register, including putting in place appropriate mitigations
- ensure that the Group's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the group
- maintain and manage:
 - a reserves policy for the Group (including a plan for use of reserves outside the 'minimum')
 - an investment policy for the Group
 - a public benefit statement for the Group
- 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
- promote and support the development of Scouting in the local area.
- ensure the appointment and management and operation of any sub-committees, including appointing a Chair to lead the sub-committee
- ensure that effective administration is in place to support the work of the Group Trustee Board
- appoint any Administrators, Advisers and co-opted members of the Group Trustee Board
- ensure transparency of operation, including:

- 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 Annual General Meeting
- prepare and approve the Trustees' Annual Report (which must include the Annual Accounts)
- present the approved Trustees' Annual Report and Annual Accounts to the Group Scout Council at the Annual General Meeting (AGM)
- following the AGM, ensure that a copy of the Trustee Annual Report and Accounts is sent to the District Trustee Board administration.
- 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
- individually and collectively maintain confidentiality regarding appropriate Group Trustee Board business
- where staff are employed:
 - 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
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5.4 The Group Trustee Board must also provide any necessary support to the Group Scout Leader, when required, to assist the opening, change, merging or closing of sections in the Group

5.5 The Group Trustee Board may create sub-committees to manage the work it deems necessary ensuring that:

- the purpose of each sub-committee is clear and has been agreed by the Group Trustee Board
- each sub-committee of the Group Trustee Board consists of members approved by the Group Trustee Board
- the Chair of the Group Trustee Board is an ex officio member of each sub-committee
- the Group Scout Leader is an ex officio member of each sub-committee

Members of sub-committees are not Trustees unless they are members of the Group Trustee Board.

6 Group Trustee Board - Membership

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

6.2 Ex officio, nominated, elected and co-opted members of the Group Trustee Board are charity Trustees of the Group. People invited to attend, or with right of attendance, may be present at the meeting but are not Group Trustees and have no voting rights.

6.3 Certain people are disqualified from being charity trustees by virtue of the Charities Acts. (See rule 16.1.1.5 of POR).

6.4 Only persons aged 18 and over may be full voting members of the Group Trustee Board because of their status as Charity Trustees (however the views of young people in the Group must be taken into consideration)

6.5 All Group Trustees must complete training as specified in Rule 16.2.1 of POR and the Roles Table.

6.6 *The* Group Trustee Board and any sub-committees should, wherever possible, have as full voting members at least two people aged between their 18th and 25th birthdays.

6.7 The Group Trustee Board:

- i. The ex officio members of the Group Trustee Board are:
 - The Group Chair
 - The Group Secretary
 - The Group Treasurer
 - The Group Scout Leader
 - The Deputy Group Scout Leader
 - All persons with a Section Leader role in a Squirrel, Beaver, Cub or Scout section in the Group, subject to that Section Leader stating to the AGM (in writing or orally at the meeting) that they are willing to be an ex officio member of the Group Trustee Board. (See also the introduction to Rule 4.6 of POR.)
 - Up to two representatives of the Sponsoring Authority or its nominee

Where there are joint role holders (*e.g. for Deputy Group Scout Leader*), only one of the joint role holders should be an ex officio member of the Group Trustee Board. This must be decided jointly by the role holders in consultation with the Group Scout Leader and the Group Chair.

- ii. The elected members of a Group Trustee Board are persons elected by the Group Scout Council at the Group Annual General Meeting. The actual number of persons elected must be the subject of a resolution by the Group Scout Council at their AGM. There must be a maximum of six elected members.
- iii. The nominated members of a Group Trustee Board are persons nominated by the Group Scout Leader, in consultation with the Group Chair. The nominations must be approved at the Group Annual General Meeting. The number of nominated members must not exceed the actual number of elected members.
- iv. The co-opted members of a Group Trustee Board are persons co-opted annually by the Group Trustee Board. The number of co-opted members must not exceed the actual number of elected members.
- v. 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.

6.8 If a Group Trustee Board Chair, Secretary (*if appointed as a Trustee*) or Treasurer resigns, then rule 16.6.3 of POR must be followed.

7 The Group Scouters' Meeting

7.1 Membership of the Group Scouters' Meeting consists of:

- the Group Scout Leader as Chair
- all Section Leaders (who may be represented in their absence by Assistant Leaders)
- the Group Scout Active Support Manager (who may be represented by the Group Scout Active Support Coordinator in their absence).

7.2 The role of the Group Scouters' Meeting is to:

- consider the well-being and development of each Member of the Group
- ensure the progress of each Member through the Programme
- plan and co-ordinate all the Group's activities
- give support and encouragement to Leaders
- advise the Group Trustee Board of financial and resource requirements of the Programme

7.3 The Group Scouters Meeting will take place at least twice per year.

8 Free Churches Liaison Committee

8.1 Membership of the Churches Liaison Committee consists of:

- the Trustee Chair as Chair
- Trustee Board representatives of the URC and Baptist Churches
- Ministers of the URC and Baptist churches
- a Section Leader representative
- others as may be suggested by members and approved by the Chair

8.2 The role of the Churches Liaison Committee is to:

- Provide a channel of communication between the Saffron Walden Free Churches and the Group
- Explore ways in which the Group and the churches can work together for example through joint activities, support or other benefits between the interested parties
- advise the Group Trustee Board of the outcome of meetings, highlighting pertinent information for the wider group

8.3 The Churches Liaison Committee will meet at least twice per year.

9 Conduct of meetings

9.1 Only members as defined above may vote in meetings of the Group Scout Council and Group Trustee Board.

9.2 At its Annual General Meeting, the Group Scout Council must make a resolution defining a quorum for meetings of the Group Scout Council and the Group Trustee Board and its sub-Committees.

9.3 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.

9.4 In order to discharge their responsibilities, meetings may be held over telephone and/or video conference as well as face to face when agreed by the appropriate Chair. This includes 'hybrid' meetings, where some members join by telephone or video.

9.5 Electronic voting (such as email) is allowed for decision making when deemed appropriate by the Chair (for example, where a pressing matter arises between meetings). In

such instances at least 75% of its members must approve the decision, and the outcome of the voting must be reported and recorded in the minutes at the next meeting.

9.6 Minutes for all meetings should be provided for comment to all Committee members within 2 weeks of the meeting being held

9.7 Quora for meetings to be ratified at AGM by Group Scout Council is as follows:

- a. **Group Trustee Board:** One of Chair or GSL to attend, plus 4 other members of the Group Trustee Board
- b. **AGM:** One of Chair or GSL to attend, plus 10 other members of the Group Scout Council
- c. **Group Scouters Meeting:** GSL and 3 other Group Scouters
- d. **Churches Liaison Committee:** One of Chair or GSL, one church representative and one other Churches Liaison Committee member
- e. For all of these meetings, delegates will count towards the quorum for all members except Chair. GSL may only delegate to an AGSL.