

1st Upton St Leonards Scout Group

GROUP CONSTITUTION



The 1st Upton St Leonards Scout Group is an unincorporated educational charity, excepted from registration with the Charity Commission by virtue of The Charities (Exception of Certain Charities for Boy Scouts and Girl Guides from Registration) Regulations 1961

Registered with the Scout Association – unit number 10016255

1st Upton St Leonards Scout Group

GROUP CONSTITUTION (2024)

1. Preamble

1.1 This constitution describes the role, membership and operation of the Scout Council, and the Trustee Board of the 1st Upton St Leonards Scout Group (“the Group”).

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

1.3 This constitution is based on and consistent with the model constitution set out in Chapter 5 of the Policy, Organisation and Rules of the Scout Association (“POR”). References in this constitution to “Rules” are to Rules to be found in POR.

2. Purpose

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

3. The Group Scout Council - membership

3.1 The Scout Council is the body which has a charity governance responsibility for the Group and, in particular, appoints the majority of the Trustee Board. The Trustee Board is accountable to the Scout Council.

3.2 Membership of the Scout Council does not provide membership of the Scout Movement. The Scout Council has no Trustee responsibilities.

3.3 There are four categories of membership of the Scout Council:

- a. Ex officio
- b. Appointed
- c. Community
- d. Right of attendance

3.4 A secretary or administrator must ensure that appointed Scout Council Members are recorded in the minutes of the Scout Council meeting which is normally the Annual General Meeting. Scout Council members must not be recorded as such on The Scout Association's membership system.

3.5 The ex officio members of the Group Scout Council are:

- a. all adult members of the Group – see Group roles listed in the Chapter 16 Roles Table in POR
- b. all Patrol Leaders of the Troop in the Group
- c. all parents or carers of Squirrels, Beavers, Cubs and Scouts
- d. the District Commissioner
- e. the District Trustee Board Chair

3.6 The appointed members of the Scout Council are other supporters of the Group appointed by the Scout Council on the recommendation of the Group Scout Leader and the Trustee Board. The Scout Council does not need to have any appointed members.

3.7 The community members of the 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 Scout Council on the recommendation of the Group Scout Leader and the Trustee Board.

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

3.9 An appointed member of the Scout Council must be appointed for a fixed period not exceeding three years. Subsequent reappointments are permitted. Community members of the Scout Council are initially appointed for a term of one year, though they may be renewed annually at the AGM.

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

4. The Group Scout Council – Annual General Meeting

4.1 The Scout Council must hold an Annual General Meeting within six months of the end of the Group's financial year. The Trustees should give 4 weeks' notice of the date of the AGM.

4.2 The Annual General Meeting must:

a. Undertake governance oversight by

- approving the minutes of the previous Group AGM
- adopting (or re-adopting) the constitution of the Group,
- noting the dates of the Group's financial year,
- approving appointed and community members of the Scout Council
- agreeing the number of members that may be elected to the Trustee Board
- agreeing the quorum for future meetings of the Scout Council

b. Review the previous year by

- receiving from the Group Scout Leader an overview of the past 12 months of activity in the Group
- receiving and considering the Trustees' Annual Report and the annual statement of accounts prepared by the Trustee Board.

Before the AGM, the accounts must have completed their examination by an appropriate scrutineer. The Trustees' Annual Report and Accounts presented to the Scout Council must include the formal report prepared by the scrutineer.

c. Make appointments

- appoint a Chair of the Trustee Board, following recommendation from the selection process initiated by the Trustee Board. Vacancies for Chair only occur at the end of their period of appointment (for example, a Chair may have been appointed for three years and so does not need to be re-appointed after years 1
- appoint a Treasurer of the Trustee Board, following recommendation from the selection process initiated by the Trustee Board. Vacancies for Treasurer only occur at the end of their period of appointment (for example, a Treasurer may have been appointed for three years and so does not need to be reappointed after years 1 and 2).
- appoint other members of the Trustee Board, following recommendations from the selection process initiated by the Trustee Board. Vacancies for appointed Trustees only occur at the end of their period of appointment (for example, each Trustee may have been appointed for three years and so does not need to be re-appointed after years 1 and 2).
- approve the appointment of any Presidents or Vice Presidents, and note current appointees (if any).
- appoint (or re-appoint) a scrutineer.

4.3 Following each Annual General Meeting, the secretary or administrator must ensure that:

- a. all appointed Trustees are recorded on the membership system, as required by POR Rule 16.2.2
- b. the Trustee Annual Report and Accounts are filed as described in POR Rule 5.7

It is good practice for the 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.

5. Trustee Board – purpose

5.1 The 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.

5.2 Effective Trustee support helps other volunteers run the Scout programme that gives young people skills for life.

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

5.4 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.

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

a. The Group is:

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

b. the Group is operating in compliance with POR, including effective management of the Key Policies listed in chapter 2 of POR - The Equal Opportunities Policy, Privacy and Data Protection Policy, Religious Policy, Safeguarding Policy, Safety Policy, Vetting Policy, Youth Member Anti-bullying Policy.

- c. young people are meaningfully involved in decision making at all levels.
- d. there are sufficient resources (funds, people, property and equipment) available to meet the planned work of the Group, including delivery of the programme and the resource requirements of the training programme (Rule 4.2.2).

5.6 The 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 Group (including a plan for use of reserves outside the 'minimum')
 - an investment policy for the Group
 - a public benefit statement for the Group
- 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 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 a scrutineer 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 the Scrutineer's report)

- present the approved Trustees' Annual Report and Annual Accounts to the Scout Council at the Annual General Meeting
 - following the AGM, ensure that a copy of the Trustee Annual Report and Accounts is sent to the District Trustee Board administration.
- 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 Trustee Board business
- k. put in place annually an open and transparent selection process to recommend to the Scout Council appropriate members to be appointed members of the Trustee Board, including Chair and Treasurer. Vacancies for appointed Trustees only occur at the end of their period of appointment (for example, a Trustee may have been appointed for three years and so does not need to be re-appointed or re-selected after years 1 and 2).

5.7 The Trustee Board may create sub-committees to manage the work it deems necessary and ensure that for any sub-committee it appoints:

- a. its purpose is governance-focused and not operational
- b. its members are approved by the Trustee Board
- c. the Chair of the Trustee Board and the Group Scout Leader are both ex officio members of each sub-committee

5.8 Members of sub-committees are not trustees unless they are members of the Trustee Board.

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

6. Trustee Board – membership

6.1 The 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.

6.2 Ex officio, nominated, elected and co-opted members of the Trustee Board are charity Trustees of the Group.

6.3 People invited to attend, or with a right of attendance, may be present at the meeting but are not charity trustees and have no voting rights.

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

6.5 All Trustees must complete training as specified in POR Rules 16.2.1, 16.2.3 and 16.2.4 and the Roles Table.

6.6 The 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 membership of the Trustee Board is comprised of the following:

6.7.1 The Group Scout Leader who is an ex-officio member.

6.7.2 The Trustee Board must initiate a selection process to propose a Group Chair to the Scout Council for appointment at their AGM. Vacancies for the role of Chair only occur at the end of their period of appointment (for example, a Chair may have been appointed for three years and so does not need to be re-appointed or re-selected after years 1 and 2).

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.

6.7.3 The Trustee Board must initiate a selection process to propose a Treasurer to the Scout Council for appointment at their AGM. Vacancies for the role of Treasurer only occur at the end of their period of appointment (for example, a Treasurer may have been appointed for three years and so does not need to be reappointed or re-selected after years 1 and 2).

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.

6.7.4 The appointed members of a Trustee Board are persons appointed by the Scout Council at the Group's AGM. This should follow a selection process initiated and overseen by the Trustee Board. Vacancies for the role of Trustee only occur at the end of their period of appointment (for example, a Trustee may have been

appointed for three years and so does not need to be re-appointed or re-selected after years 1 and 2).

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.

6.8 The co-opted members of the Trustee Board are persons co-opted annually by the Trustee Board. They are not appointed by the Scout Council at its AGM. The number of co-opted members must not exceed the actual number of elected members.

6.9 The District Commissioner, the District Chair and the County Commissioner each have the right of attendance at meetings of the Trustee Board.

6.10 Term limits for Trustees are specified in POR Rule 5.3.1.6.

6.11 If a Trustee Board Chair or Treasurer resigns, then POR Rule 16.6.3 must be followed.

7. Trustee Board – Conduct of meetings

7.1 Meetings of the 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 Trustee Board.

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

7.3 Only members of the Trustee Board as defined in clause 6 above may vote at meetings of the Trustee Board.

7.4 The quorum for a meeting of a 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 Trustee Board, the meeting must be closed and reconvened at the earliest opportunity.

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

7.6 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.

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

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

Adopted on