

## **THE CONSTITUTION of 80<sup>th</sup> GLASGOW SCOUT GROUP**

The Group Scout Council has a governance role for the charity and, in particular, appoints the Group Trustee Board. The Trustee Board is responsible for the governance of the charity and is accountable to the Group Scout Council.

The Group Scout Council has no Trustee responsibilities.

Membership of the Scout Council does not provide membership of the Scouts

### **Charitable Objects**

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

### **Group Scout Council Membership**

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

- All adult members of the Scout Group
- All Patrol Leaders of the Troop(s) in the Group
- All parents or carers of Squirrels, Beavers, Cubs and Scouts
- The District Commissioner (District Lead Volunteer)
- The District Trustee Board Chair

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 Scout Leader (Group Lead Volunteer) and the Group Trustee Board. The number of appointed members must not exceed the number of ex officio members.

Appointed members of the Group Scout Council must be appointed for a fixed period not exceeding three years. Subsequent reappointments are permitted.

The Regional Commissioner (Regional Lead Volunteer) has a right of attendance at all Group Scout Council meetings in the Region.

Membership of the Group Scout Council ends when the:

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

## **Annual General Meeting**

The Group Scout Council must hold an Annual General Meeting within six months of the end of the Scout Group's financial year.

The Annual General Meeting must:

Undertake governance oversight

- Adopt (or re-adopt) the constitution of the Scout Group
- Note the dates of the Scout Group's financial year
- Agree the number of members that may be appointed to the Group Trustee Board
- Agree the quorum for meetings of the Group Scout Council

Review the previous year

- Receive and consider the Trustees' Annual Report, including the annual statement of accounts prepared by the Trustee Board
- The accounts must have been examined by an appropriate auditor or independent examiner
- The Trustees' Annual Report and Accounts presented to the Scout Council must include the formal report prepared by the auditor or independent examiner

Make appointments

- Approve the appointment of the Chair of the Group Trustee Board
- Approve the appointment of the Treasurer of the Group Trustee Board
- Approve the appointment of members of the Group Trustee Board
- Approve the appointment of any Group Presidents or Group Vice Presidents
- Appoint (or re-appoint) an auditor or independent examiner as required

Following each Annual General Meeting, all appointed Trustees must be recorded on the membership system and the Trustees' Annual Report and Accounts must be filed as required.

The Group Trustee Board will verify the draft Minutes of the Annual General Meeting at their first meeting following the Annual General Meeting. These Minutes cannot be formally approved until the Scout Group's next Annual General Meeting

Governance roles must be distinct to help manage conflict of interest. The roles of Chair and Treasurer must not be combined in any way.

Apart from the AGM the Group Scout Council will only be required to meet under the circumstances of an Extraordinary General Meeting. The notice of the AGM and any EGM shall be sent at least 14 days in advance to all those eligible to attend. This notice may be sent by written or electronic means.

### **The Group Trustee Board**

The Group Trustee Board is a team of volunteers who work together, as 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 Group Trustee Board must act collectively as Charity Trustees (if the Scout Group is a registered charity) or with the same duties and responsibilities as Charity Trustees (if they are not registered) and in the best interest of the charity and its members to:

- Ensure the Group is well managed, carrying out its purposes for the public benefit, complying with the Group's governing document and the law and managing the Group's resources responsibly.
- Comply with Policy Organisation and Rules of the Scout Association and Scottish Variations from 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
- Ensure that young people are meaningfully involved in decision making at all levels within the Group
- Provide sufficient resources (funds, people, property and equipment) to meet the planned work of the Group including delivery of the high-quality programme
- Ensure that a positive image of Scouting exists in the local community
- 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 charity (including a plan for use of reserves outside of the minimum), an investment policy for the Group and 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
- Manage the Group's finances including the raising of funds and ensure that the assets are to be applied solely for the purposes, management and administration of Scouting.
- Appoint and manage the operation of any sub committees, including appointing a Chair to lead the sub-committees
- Ensure that effective administration is in place to support the work of the Trustee Board
- Appoint any Co-opted members of the Trustee Board
- Prepare and approve the Trustees' Annual Report and Annual Accounts after their

examination by an appropriate auditor or independent examiner and as appointed by the Scout Council at their Annual General Meeting

- Present the Annual Report and Annual Accounts to the Group Scout Council at the Annual General Meeting; file a copy with the District Trustee Board; and if a registered charity, to the Office of the Scottish Charity Regulator
- Take responsibility for adherence to Data Protection Legislation recognising that, depending on circumstances, it will at times act as a Data Controller and as a Data Processor
- Maintain confidentiality with regard to appropriate Trustee Board business
- Apply a transparent selection process to recommend to the Group Scout Council appropriate members of the Group Trustee Board
- Where staff are employed, act as a responsible employer in accordance with Scouting's values and relevant legislation, ensure effective line management responsibilities for employed staff are clearly established and communicated and ensure that appropriate specific personnel insurance is in place
- Provide support to the Group Scout Leader (Group Lead Volunteer), when required, to assist the opening, change, merging or closing of sections in the Group as necessary

The Group Trustee Board may create sub-committees to manage the work it deems necessary ensuring that the purpose of each sub-committee is governance-focused and has been agreed by the Group Trustee Board, that it consists of members approved by the Group Trustee Board, that the Chair of the Group Trustee Board and the Group Scout Leader (Group Lead Volunteer) are ex-officio members of each sub-committee.

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

The Group Trustee Board meetings should be held at least four times per year and distributed equally across the year.

### **Membership of the Group Trustee Board**

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

Ex officio, appointed and co-opted members of the Group Trustee Board are charity Trustees (if the Scout Group is a registered charity) or have the same duties and responsibilities as Charity Trustees if they are not. People invited to attend, 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 and Trustee Investment (Scotland) Act 2005.

All Trustees must complete training as specified in Policy, Organisation and Rules.

The Group Trustee Board consists of:

- The Group Chair
- The Group Treasurer
- The Group Scout Leader (Group Lead Volunteer)
  - Where there are joint role holders, only one of them may be an ex officio member of the Group Trustee Board. This should be decided in consultation with the Group Scout Leader (Group Lead Volunteers) and the Group Chair
- A maximum of nine further appointed Trustees. A Group Trustee Board should consist between 5-12 Trustees.

The District Commissioner (District Lead Volunteer), District Chair and the Regional Commissioner (Regional Lead Volunteer) each have a right of attendance at all Group Trustee Boards.

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

If a Group Trustee Board Chair, or Treasurer resigns, filling the vacancy as soon as possible should be prioritised. All actions must be taken by a majority vote of the Trustees, with vacancies of the role of Chair being discussed with the Group Scout Leader (Group Lead Volunteer).

These appointments are short term until the next annual general meeting. The Trustees must either:

- Appoint a current Trustee to the role, or
- Co-opt a Trustee to take the role, subject to the provisions in the charity's constitution for co-opting Trustees

There is no role of acting Chair or acting Treasurer

### **Conduct of Group Trustee Board Meetings**

Only members as defined may vote in meetings of Group Scout Council and Group Trustee Board. At its Annual General Meeting, the Group Scout Council must make a resolution defining a quorum for meetings of the Group Scout Council. The quorum for a Group Trustee Board is one third of the Trustees plus one.

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 deemed not to have been carried.

Minutes, approved by the Chair should be circulated to all members (Group Trustee Board meetings) as soon as possible and in case of the Group Scout Council in advance of the next meeting. All minutes to be retained and safely kept.

Electronic voting (such as email) is allowed for decision making of the Group Trustee Board when deemed appropriate by the Chair. In such instances at least 75% of its committee members must approve the decision.

The Group Trustee Board can meet by telephone conference, video conference as well as face to face in order to discharge their responsibilities when agreed by the appropriate Chair.