

**Constitution of Batchworth Sea Scouts, Charity Number 302621  
To be adopted at Annual General Meeting 11 June 2023**

**This is the recommended Constitution from Section 5.4 of Policy, Organisation and Rules of The Scout Association**

**5.4.1 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.

**5.4.2 The Scout Council - membership**

5.4.2.1 The Scout Council is the body which has charity governance responsibility for Scouting in the Group, District or County. The Trustee Board is accountable to the Scout Council.

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

5.4.2.3 There are four categories of membership of each Scout Council:

- a. Ex officio
- b. Nominated
- c. Co-opted (only for the County Scout Council)
- d. Right of attendance

5.4.2.4 A Secretary must ensure that nominated and co-opted Scout Council Members are recorded in the minutes of the Scout Council meeting which is normally the Annual General Meeting.

Nominated and co-opted 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.

**5.4.2.5 Group Scout Council membership**

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
- b. all Patrol Leaders of the Troop(s) in the Group
- c. parents or carers of Squirrels, Beavers, Cubs and Scouts
- d. Explorers, if so stated in a Partnership Agreement between the Unit, the Group and the District
- e. parents and carers of Explorers, if so stated in a Partnership Agreement between the Unit, the Group and the District
- f. the Sponsoring Authority, where there is one, or its nominee
- g. the District Commissioner
- h. the District Trustee Board Chair

The nominated 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 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.

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

**5.4.2.7 District Scout Council membership**

Details deleted for clarity

**5.4.2.8 County Scout Council membership**

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5.4.2.9 Membership of the Scout Council ends upon:

- a. the resignation of the Scout Council member
- b. the member no longer qualifying as a member of the Scout Council
- c. dissolution of the Scout Council
- d. the termination of membership by UK Headquarters following a recommendation by the relevant Trustee Board.

### 5.4.3 Scout Council - Annual General Meeting

5.4.3.1 Each Scout Council must hold an Annual General Meeting within six months of the end of the charity's financial year.

5.4.3.2 The Annual General Meeting must:

- a. Undertake governance oversight
  - adopt (or re-adopt) the constitution of the charity See rule 5.3.
  - note the dates of charity's financial year
  - agree the number of members that may be elected to the Trustee Board
  - agree the quorum for each of:
    - meetings of the Scout Council
    - meetings of the Trustee Board
    - meetings of any sub-Committees
- b. Review the previous year
  - receive and consider the [Trustees' Annual Report](#) and the annual statement of accounts prepared by the Trustee Board.  
The accounts must have completed their examination by an appropriate auditor, independent examiner, or scrutineer (see 5.5.3).  
The Trustees' Annual Report and Accounts presented to the Scout Council must include the formal report prepared by the auditor, independent examiner, or scrutineer.
- c. Make appointments
  - approve the Group Scout Leader's, [District Commissioner's](#) or [County Commissioner's](#) nomination of the Chair of the Trustee Board
  - approve the Group Scout Leader's, [District Commissioner's](#) or [County Commissioner's](#) nomination of members of the Trustee Board
  - elect a Secretary to the Trustee Board.
  - elect a Treasurer to the Trustee Board
  - elect Trustees to the 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](#)

5.4.3.3 The Annual General Meeting of a District Scout Council must:

Details deleted for clarity

5.4.3.4 The Annual General Meeting of a County Scout Council must:

Details deleted for clarity

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

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

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 charity's next Annual General Meeting.

5.4.3.6 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.

#### **5.4.4 Trustee Board - purpose**

This rule reflects the Trustee Board responsibilities until the point of the County's transition (in November 2023 or February 2024). From the point of transition, some of the Trustee Board responsibilities transfer to the appropriate Support Team or function – these changes will show in the October 2023 edition of POR.

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.

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

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

- a. The charity is:
  - o well managed
  - o carrying out its purposes for the public benefit
  - o complying with the charity's governing document and the law
  - o managing the charity's resources responsibly
- b. the charity is operating compliant with 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.
- 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, District or County (as appropriate) including delivery of the high quality programme and resource requirements of the training programme (Rule 4.2.2)
- e. the Scouts has a positive image in the local community

5.4.4.3 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 charity
- c. maintain and manage:
  - o a reserves policy for the charity (including a plan for use of reserves outside the 'minimum')
  - o an investment policy for the charity
  - o 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. promote and support the development of Scouting in the local area.
- f. ensure the appointment and management and operation of any sub-committees, including appointing a Chair to lead the sub-committee
- g. ensure that effective administration is in place to support the work of the Trustee Board
- h. appoint any Administrators, Advisers and co-opted members of the Trustee Board
- i. 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 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 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 or County Trustee Board administration and, if a registered charity, is filed with the appropriate charity regulator (if the regulator's rules require it).
- j. 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
- k. individually and collectively maintain confidentiality regarding appropriate Trustee Board business
- l. 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

5.4.4.4 A Group Trustee Board must also:

- a. provide any necessary support to the Group Scout Leader, when required, to assist the opening, change, merging or closing of sections in the Group

5.4.4.5 A District Trustee Board must also:

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5.4.4.6 A County Trustee Board must also:

Details deleted for clarity

5.4.4.7 A Trustee Board may create sub-committees to manage the work it deems necessary ensuring that:

- a. the purpose of each sub-committee is clear and has been agreed by the Trustee Board
- b. each sub-committee of the Trustee Board consists of members approved by the Trustee Board
- c. the Chair of the Trustee Board is an ex officio member of each sub-committee
- d. the relevant Group Scout Leader, District Commissioner or County Commissioner is an ex officio member of each sub-committee

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

5.4.4.8 In support of effective governance:

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#### **5.4.5 Trustee Board - membership**

5.4.5.1 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.

5.4.5.2 Ex officio, nominated, elected and co-opted members of the Trustee Board are charity Trustees of the Group, District or County as appropriate.

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.

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

5.4.5.4 Some Groups, Districts and Counties may also need to register as a charity. (See Rule 13.1.2).

5.4.5.5 All Trustees must complete training as specified in Rule 16.2.1 and the Roles Table.

5.4.5.6 At County and District, all Trustee Boards and any sub-committees should, wherever possible, have as full voting members at least two people aged between their 18th and 25th birthdays.

Groups are encouraged to follow this good practice wherever possible.

#### 5.4.5.7 The Group Trustee Board

- a. The ex officio members of a Group Trustee Board are: SV
  - o The Group Chair
  - o The Group Secretary (if appointed as a Trustee)
  - o The Group Treasurer
  - o The Group Scout Leader
  - o The Deputy Group Scout Leader
  - o 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.)  
The Explorer Leader (if stated in a Partnership Agreement), subject to that Explorer Leader expressly indicating to the AGM (in writing or orally at the meeting) that they are willing to perform such a function.
  - o The Sponsoring Authority or its nominee  
Where there are joint role holders (eg 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.
- b. 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..SV
- c. 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.
- d. 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.
- e. 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.

#### 5.4.5.8 The District Trustee Board

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#### 5.4.5.9 The County Trustee Board

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5.4.5.10 If a Trustee Board Chair, Secretary (if appointed as a Trustee) or Treasurer resigns, then rule 16.6.3 must be followed.

#### 5.4.6 Trustee Board - Conduct of meetings

5.4.6.1 Only members of a Trustee Board as defined in 5.4.5 may vote in meetings of the Trustee Board.

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

5.4.6.3 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.

5.4.6.4 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 join by telephone or video.

5.4.6.5 Electronic voting (such as email) is allowed for decision making of the Trustee Board 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 Trustee Board meeting.