



Suffolk County Scout Council

Registered Charity No. 305682

Constitution

Adopted 22-September-2022

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SUFFOLK COUNTY SCOUT COUNCIL

CONSTITUTION

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GLOSSARY

The following terms which are used in this Constitution have the following meanings

- “Charities Acts” means legislation in England and Wales in relation to charities and includes modification amendment or re-enactment and also includes any sub-ordinate instruments regulations or orders made in pursuance of them.
- “electronic voting” such as email means when all meeting participants cannot both simultaneously see and hear one another and for which a three quarters majority of those present and voting is required.
- “POR” means Policy Organisation and Rules of the Scout Association from time to time in force.
- “Scout Association National Database” means the system used by national headquarters for capturing and recording adult members details known as Compass or any other similar or alternative system from time to time used.
- “Teleconference” is a meeting at which the participants can only hear one another.
- “TOR” means the terms of reference (as amended from time to time) handed down by the Trustee Board to any of its sub-Committees setting out its brief and any other appropriate matters.
- “Working Day” means Monday to Friday inclusive except Christmas Day Good Friday and any other public and bank holiday in England.

FOOTNOTES:

- A. Generally, scouting terms and expressions used in this Constitution shall take their commonly applied and understood meanings within Scouting unless otherwise provided in this Constitution and in the event of any dispute the Trustee Board’s interpretation by a simple majority vote shall prevail.
- B. Amendments to POR which impact on the content of this Constitution shall have the effect of automatically amending this Constitution without the need for amendment under the express provisions of this Constitution such that clause 2.22.3 applies.

1 The Scout Council.

1.1 Function

The Suffolk County Scout Council (“the Council”) is the electoral body which supports Scouting in the County. It is the body to which the Suffolk County Trustee Board (“the Trustee Board”) is accountable.

All elected and constitutional bodies of the Suffolk Scout County (“the County”) should have as full voting members at least two young people between the age of 18 and 25 years.

1.2 Composition

Membership of the Council is open to:

1.2.1 Ex-Officio Members

- County President;
- County Vice-Presidents;
- Regional Commissioner;
- County Chair;
- County Commissioner;
- County Secretary;
- County Treasurer;
- County Youth Commissioner;
- Deputy County Commissioners;
- County Scout Active Support Managers;
- County Training Manager;
- Assistant County Commissioners;
- County Leaders; *(role name updated from County Scouter)*
- County Skills Instructors;
- County Advisers;
- County Administrators;
- Local Training Managers;
- District Commissioners;
- District Youth Commissioners;
- District Chairs;
- District Secretaries;

- District Treasurers;
- District Scout Active Support Managers;
- a representative of the County Troop Leadership Forum, selected from amongst the membership of the Forum;
- a representative of the County Explorer Scout Forum, selected from amongst the membership of the Forum;
- a representative of the Scout Network, selected from amongst the membership of the District Scout Networks in the County; and
- Members of the Suffolk County Trustee Board whilst a member of the Trustee Board.

1.2.2 Nominated Members

The number of persons nominated annually to the Council from each of the following categories is decided by the Council:

- a) Up to five persons recommended by the County Commissioner in consultation with the County Chair.
- b) One County Scout Active Support member may be nominated by the County Scout Active Support Units.
- c) One Leader may be nominated by each District Scout Council.
- d) One Explorer Scout member may be nominated by each District Explorer Scout Meeting (one for each District - not one for each Unit).
- e) One District Scout Network Member may be nominated by each District Scout Network.

The above to be appointed for a fixed period of up to three years and are eligible for reappointment.

1.2.3 Co-opted Members

The Council may co-opt members annually. Such co-opted members may include representatives of organisations with whom it is desired to maintain co-operation. The number of members co-opted must not exceed the total of ex-officio and nominated members.

1.3 Cessation of Membership

Membership of the Council ceases upon:

- a) the resignation of the member; or
- b) the dissolution of the Council; or
- c) the termination of an individual's membership by Headquarters following a recommendation by the Trustee Board.

1.4 Notice of Meetings of the Council

At least sixty (60) Working Days' notice of every general meeting (including an annual general meeting or an extraordinary general meeting) specifying the hour, date and place or platform of the meeting shall be given to members of the Council.

- a) The notice shall:
 - i. specify the nature of any resolution to be moved at the meeting and/or the other business to be transacted at the meeting for which it is to be convened; and
 - ii. request nominations of candidates for any office for which there will be an election at the meeting.
- b) The annual general meeting shall be described as such in the notice calling the annual general meeting and where any meeting is an extraordinary general meeting the notice of calling shall state that to be the case.
- c) Notice of a meeting shall be sent to every member of the Council who would be eligible to vote at the date of the meeting.
- d) Notice of meetings shall be given by the County Secretary (or other nominated person of the Trustee Board) by sending it electronically to the email address of the Council member recorded from time to time on the Scout Association National Database or sent to the District Secretary to forward onto the Council member in their respective Districts.
- e) Any omission to send a notice of a meeting to or the non-receipt of a notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings, decisions or any resolutions approved and or passed at that meeting.

- f) Extraordinary general meetings shall be called upon the agreement of no less than twenty-five members or one quarter (whichever shall be the greater) of the Council.

1,5 Quorum at General Meetings

- 1.5.1 No business shall be considered at any Council meeting unless a quorum is present at the time when the meeting convenes and shall remain quorate for the duration of the meeting.
- 1.5.2 A quorum shall be constituted for all purposes by one fifth of the Council with 'FULL' roles as recorded on the Scout Association National Database. For the avoidance of doubt only those roles on the Council which are filled at the date of the notice of the meeting will count as the membership of the Council. Unfilled roles will be disregarded for the purpose of determining the quorum.
- 1.5.3 *This paragraph has been intentionally left blank.*
- 1.5.4 If the meeting is not quorate within half an hour of the time appointed for the meeting, the chair of the meeting shall adjourn the meeting to such hour, date and place, as he/she shall direct.

1.6 Chair of General Meetings

The County Chair will chair all general meetings of the Council but in the absence of the County Chair (for whatever reason) the meeting shall elect its own Chair.

1.7 Annual General Meeting

- 1.7.1 The Council must hold its annual general meeting within six months of the financial year end.
- 1.7.2 No business shall be transacted at an annual general meeting except for the following:
 - a) To receive and consider the annual report of the Trustee Board, including the annual statement of accounts;
 - b) to approve the County Commissioner's nomination of the County Chair;

- c) to elect a County Secretary unless the County Secretary is employed by the Trustee Board;
- d) to elect a County Treasurer;
- e) to elect certain members of the Trustee Board who are standing for election;
- f) to approve the County Commissioner's nominated members of the Trustee Board;
- g) if appropriate, to elect a representative of the Council to serve as a nominated member of the Council of the Scout Association;
- h) if appropriate, to elect a representative of the Council to serve as a nominated Youth Member on the Council of the Scout Association;
- i) to appoint an auditor or independent examiner or scrutineer as required; and
- j) subject to all other requirements in this Constitution having been satisfied to approve any amendments or variations to this Constitution.

1.7.3 Any resolution for a change of this Constitution shall only be considered providing the correct procedural notification has been given in accordance with this Constitution as amended from time to time.

1.7.4 There shall be no 'Any Other Business' conducted at the annual general meeting.

1.8 Entitlement of Members to Vote on Resolutions

1.8.1 The right to vote at General Meetings shall be limited to members of the Council with full roles as recorded on the Scout Association National Database.

1.8.2 Decisions shall be made by a simple majority of votes of those present at the meeting except in Constitutional matters where a two thirds majority is required for any proposal to be carried.

1.8.3 In the event of an equal number of votes being cast the chair shall not have a second or casting vote and the matter is taken not to have been carried.

1.9 Ballots

- 1.9.1 At the request of the County Chair, the County Secretary will send ballot papers out to those members of the Council entitled to vote at the relevant meeting of the Council.
- 1.9.2 Notice of a ballot will be given by email or post fifteen Working Days before the date for the return of completed ballot papers. For this purpose, the contact details of the members of the Council will be obtained from the information provided from the Scout Association National Database.
- 1.9.3 The notice of ballot will include such other notices and documents relating to the resolution.

1.10 Proxies

Proxy voting and representation by proxy is not permitted by members of the Council.

2. The County Trustee Board.

2.1 Introduction.

The Council is an educational charity. Members of the Trustee Board are the Charity Trustees of the County. Only persons aged 18 and over shall be full voting members of the Trustee Board because of their status as charity trustees (however the views of young people in the County must be taken into consideration). By virtue of the Charities Acts, certain people are disqualified from being charity trustees.

Charity trustees are responsible for complying with all the legislation applicable to charities in England, which includes the requirement to make an annual return to the Charity Commission and compliance with data protection legislation for the time being in force.

2.2 Function

The Trustee Board exists to support the County Commissioner in meeting the responsibilities of the appointment.

2.3 Role and Responsibilities

2.3.1 Members of the Trustee Board must act collectively as charity trustees of the County and in the best interests of its members to:

- a) comply with POR;
- b) protect and maintain any property and equipment owned by and/or used by the County;
- c) manage the County finances;
- d) provide any insurance mandated by POR in respect of people, activities, property and equipment;
- e) provide sufficient resources for Scouting in Suffolk to operate. This includes, but is not limited to, supporting recruitment, other adult support, and fundraising activities;
- f) promote and support the development of Scouting in Suffolk;
- g) manage and implement the Scout Association's Key Policies in Suffolk;

- h) ensure that a positive image of Scouting exists in the Suffolk;
- i) appoint, provide terms of reference and manage the operation of any sub-committees, including the appointment of a chair to lead these sub-committees;
- j) ensure that Young People are meaningfully involved in decision making at all levels within Suffolk in accordance with the Scout Association's Youth Led Scouting principles;
- k) the opening, closure and amalgamation of Districts and County sections as necessary;
- l) appoint and manage the operation of a County Appointments Advisory Committee, including appointing a County Appointments Advisory Committee Chair to lead it;
- m) recommend amendments to this constitution by means of a resolution of the Trustee Board carried by a simple majority for consideration by the Council; and
- n) ensure that this constitution is updated from time to time.

2.3.2 The Trustee Board must also:

- a) at its first meeting following the AGM elect vice chair(s) from the members of the Trustee Board;
- b) appoint County Administrators, County Advisers, and Co-opted members of the Trustee Board;
- c) approve the annual report and annual accounts after their examination by an appropriate Auditor, Independent Examiner or Scrutineer;
- d) present the annual report and annual accounts to the Council at its annual general meeting; file a copy with National Headquarters and submit them to the Charities Commission if the regulator's rules require it in a timely manner;
- e) maintain confidentiality with regard to appropriate Trustee Board business;
- f) the power to (i) employ any paid staff it deems appropriate for the benefit of Scouting in Suffolk;(ii) settle the terms and conditions of such employment including remuneration from time to time; (iii) undertake annual performance reviews; and (iv) when appropriate terminate the employment;
- g) where staff are employed, to act as a responsible employer in accordance with Scouting's values and all relevant legislation; and

- h) ensure line management responsibilities for any employed staff are clearly established and communicated.

2.4 Composition:

2.4.1 The following role holders are ex officio members of the Trustee Board:

- the County Chair;
- the County Commissioner;
- the County Youth Commissioner;
- the County Secretary (only if elected by and not employed by the Trustee Board); and
- the County Treasurer

2.4.2 Elected members

These persons will stand for election at the County annual general meeting.

- a) Elected members must be members or associate members of the Council. They must be proposed by a member of the Council and shall be seconded by another member of the Council. They are elected by the Council.
- b) They may be elected for a period not exceeding three years. If appropriate they may be elected for up to a further period of three years. The total time in post shall not exceed six years. There must be a break of service on the Trustee Board for a minimum of one year before an individual may seek re-election, nomination or co-option onto the Trustee Board.

2.4.3 Nominated members

These are persons nominated by the County Commissioner in consultation with the County Chair.

- a) The nominations must be approved at the Council's annual general meeting.
- b) Nominees need not be members of the Council. Their number must not exceed the number of the elected members.
- c) Nominees serve for a period of one year. The County Commissioner shall review the nominees' Trustee Board membership annually.

2.4.4 Co-opted members

- a) Co-opted members are selected at the sole discretion of the Trustee Board to take on a role to support its work due to the specific skills or knowledge it requires from time to time and those individuals possess.
- b) The persons co-opted need not be members of the Council (or have any other Scouting connection). Their number must not exceed that of the elected members.
- c) The need of these roles will be reviewed following each annual general meeting of the Council.

NOTE All those persons falling within paragraphs in 2.4.1 to 2.4.4 inclusive are charity trustees of the County for the purposes of the law of England and Wales and the Charities Acts. Before taking up a role as a member the prospective appointee shall complete the appointments process relevant to membership of the Trustee Board.

2.4.5 Right of Attendance at meetings

The Regional Commissioner has the right of attendance but no voting rights.

2.4.6 Invitation to attend meetings

The Trustee Board invites the following to attend its meetings (if they are not already members of the Trustee Board):

- a) the County's nominated member of the Council of the Scout Association; and
- b) the County's nominated youth representative to the Council of the Scout Association.

Additionally, the County Chair, in consultation with the County Commissioner may invite any person to speak to the Trustee Board however they have no voting rights in the meeting.

2.5 Appointment of County Chair

2.5.1 The County Chair and the County Commissioner must be able to work in partnership. To assist the formation of this partnership the County Chair is nominated by the County Commissioner.

2.5.2 The County Commissioner shall seek approval from the Council for his/her nomination at its annual general meeting.

2.5.3 Every effort should be made to find a County Chair. Only in extreme circumstances may the County Commissioner act as County Chair and only then for a short period.

2.6 Administrators and Advisers

2.6.1 No individual may hold more than one of the appointments of County Chair, County Secretary or County Treasurer.

2.6.2 The appointment and termination of all County Administrators and Advisers appointments must be reported to the County Secretary who should maintain a record of such appointments.

2.6.3 Other Administrators and Advisers may be appointed by the Trustee Board with the approval of the County Commissioner.

2.6.4 Administrators and Advisers appointments may be terminated by:

- a) the resignation of the holder;
- b) the unanimous resolution of all other members of the Trustee Board;
- c) the expiry of the period of the appointment; or
- d) confirmation by Headquarters of the termination of the appointment in the event of the cancellation of the registration of the County.

2.7 Sub-Committees

2.7.1 The County Appointments Advisory Committee (CAAC) is a mandatory sub-committee of the Trustee Board and primarily exists to assist with the process of appointing adults in Scouting. The full duties of this sub-committee are as set out in POR - The Appointment Process from time to time in force.

Note. The County Chair must not hold the role of CAAC Chair.

2.7.2 The Trustee Board may establish any other sub-committees it deems necessary.

2.7.3 The Chair of all sub-committees and their trustee representatives will be selected by the Trustee Board. The following arrangements shall exist for all sub-committees:

- a) the need for and/or membership of any sub-committee, except for the CAAC may be reviewed at any time by the Trustee Board and must be reviewed at least once a year at its first meeting after the annual general meeting when it must resolve which sub-committees are to continue and shall also specifically confirm (or otherwise) their respective membership and Terms of Reference (TOR);
- b) the County Commissioner and County Chair are ex-officio members of any sub-committee of the Trustee Board;
- c) any fund-raising committee must include at least two members of the Trustee Board, in addition to the ex-officio members. No County Scouter shall serve on a fund-raising committee;
- d) as good practice the Trustee Board will endeavour to ensure at least two young people between the ages of 18 and 25 years old are members of any sub-committee;
- e) each TOR shall set out the purpose and responsibilities of the sub-committee with, where appropriate an end date by when it is expected to have completed its brief and reported its findings (including any recommendations) to the Trustee Board. It will name its membership and procedural rules concerning but not restricted to its quorate and meetings;
- f) where differences or inconsistencies arise between a TOR and this Constitution this Constitution prevails; and
- g) unless otherwise agreed by the Trustee Board, members of each sub-committee will normally serve only two terms (a term is three years) on each sub-committee.

2.8 The Annual General Meeting.

2.8.1 All communications about the annual general meeting will normally be in electronic format. For this purpose, the email addresses of the members of the Council will be obtained from the information provided from the Scout Association National Database or sent to the District Secretaries to forward on to the members in their respective districts.

2.8.2 No business shall be transacted at an annual general meeting except for the following:

- a) to receive and consider the annual report of the Trustee Board, including the annual statement of accounts;
- b) to approve the County Commissioner's nomination of the County Chair and nominated members of the Trustee Board;
- c) to elect a County Secretary unless the County Secretary is employed by the Trustee Board;
- d) to elect a County Treasurer;
- e) to elect certain members of the Trustee Board;
- f) where appropriate to approve the County Commissioner's nominated members of the Trustee Board;
- g) where appropriate approve the nomination of a representative of the Council to serve as its nominated member of the Council of the Scout Association. A nominated member serves for three years unless another is nominated in the member's place;
- h) where appropriate approve the nomination of a representative of the Council to serve as nominated youth member on the Council of the Scout Association. A nominated youth representative serves for three years unless another representative is nominated in the representative's place or until the date of the annual census following the representative's 25th birthday;
- i) to appoint an auditor or independent examiner or scrutineer as required; and
- j) subject to all other requirements in this Constitution having been satisfied to approve any amendments or variations to this Constitution.

2.8.3 Any resolution for a change to this Constitution shall only be considered providing the correct procedural notification has been given in accordance with this Constitution.

2.8.4 There is to be no 'Any Other Business' conducted at the annual general meeting.

2.9 Nomination and Election Procedures

2.9.1 The number of elected members on the Trustee Board shall be as follows:

- a) for the year closing with the annual general meeting in 2023 the number of elected members shall not exceed five (5)
- b) for the year closing with the annual general meeting in 2024 the number of elected members shall not exceed six (6)
- c) for the year closing with the annual general meeting in 2025 the number of elected members shall not exceed seven (7)
- d) for the year closing with the annual general meeting in 2026 and thereafter the number of elected members shall not exceed five (5).

2.9.2 When a vacancy arises, any member or associate member of the Council may stand for election to the Trustee Board. A candidate must be proposed and seconded by members of the Council. The election to the Trustee Board is by a simple majority. Only members of the Council can vote in any election. Proposers, seconders and voters must have full roles as recorded on the Scout Association National Database.

2.9.3 Notification of candidates for election to the Trustee Board must be received by the County Secretary at least forty Working Days prior to the date of the annual general meeting.

2.10 Accounts

2.10.1 Accounting and Auditing procedures shall be in accordance with POR.

2.10.2 The Trustee Board shall cause accounting and valuation records belonging to or held in the name of the Council to be kept and establish and maintain systems of control of its business and records of inspection and report.

2.10.3 The County Treasurer shall supply, free of charge to any member of the Council, on demand, copies of the annual accounts for the last financial year, the

Trustee Board's report for that year and the auditor's, independent examiner or scrutineer report on those accounts.

2.11 Auditors

2.11.1 At each annual general meeting the Council will appoint a qualified auditor, independent examiner, or scrutineer, as required to audit or examine its annual accounts. An individual or a firm (whose remuneration/professional fees shall be agreed and paid by the Trustee Board) may be appointed as an auditor, independent examiner or scrutineer.

2.11.2 For the purpose of this Constitution a qualified auditor is one who is a member of any of the supervisory bodies recognised under the Companies Act 1989 (as amended) and is not ineligible for appointment under the rules of that body.

2.11.3 No auditor, independent examiner, or scrutineer appointed shall be directly related to any member of the Trustee Board.

2.11.4 No auditor, independent examiner, or scrutineer appointed shall hold any scouting role in Suffolk.

2.12 Investment of Funds

2.12.1 So much of the funds of the County, as may not be wanted for immediate use or to meet the usual day to day accruing liabilities shall with the consent of the Trustee Board be invested in any of the following ways:

- a) in the purchase, lease (whether on a long lease or otherwise) of land and/or buildings, or in the erection or alteration of offices or other buildings held by the Council or vested in the Scout Association Trust Corporation;
- b) in any investment of a kind which the trustees are for the time being by law authorised to make; and
- c) the Trustee Board's reserves policy must be agreed annually by the Trustee Board at its first meeting following the annual general meeting.

2.13 Quorum

2.13.1 The quorum for the Trustee Board shall consist of a minimum of seven Trustee Board members or no less than one half of the total number Trustee Board members for the time being, whichever is fewer.

2.13.2 In the event that at any point a meeting loses its quorum the Chair shall set a new date to deal with any unfinished business and declare the meeting closed.

2.14 Chair

2.14.1 The Chair shall convene and conduct the meetings. The County Secretary (or other agreed person) will take the minutes of the meeting.

2.14.2 If the Chair is not available, then a duly appointed Deputy Chair will be responsible for convening and conducting that meeting. The Deputy Chair is responsible for informing the Chair as to the salient points/decisions raised or agreed to at the meeting.

2.15 Agenda

2.15.1 All requests for items to be considered for inclusion on the agenda must be forwarded to the Chair ten Working Days prior to the scheduled meeting. The agenda and supporting papers will be available at least five Working Days prior to the meeting.

2.15.2 The Chair has the right to refuse to list an item on the agenda which has not been submitted within the stipulated timescale, however members may raise an item under 'Other Business' at the Chair's discretion.

2.16 Minutes and Meeting Papers

The minutes of each meeting will be prepared by the County Secretary or a designate and full copies of the minutes, including supporting papers, shall be circulated to all members no later than fifteen Working Days following each meeting.

2.17 Frequency

2.17.1 The Trustee Board will meet as often as is necessary to discharge its responsibilities but on no less than four occasions during a year between any two

annual general meetings of the Scout Council. The meeting dates for the ensuing twelve months shall be agreed at the Trustee Board's first meeting following the Annual General Meeting and shall be published as soon as reasonably possible thereafter on the County website by the County Secretary.

2.17.2 Additional meetings of the Trustee Board may be convened at such times as matters dictate.

2.18 Electronic Communication.

The Trustee Board and its sub-committees can meet by telephone conferencing and video conferencing in order to discharge their respective responsibilities when agreed by the appropriate chair. Meetings held by such means must comply with rules for meetings, including chairing, the taking of minutes and this Constitution.

2.19 Electronic Committee Decisions.

2.19.1 Electronic voting is permitted on an ad hoc basis for any decision making of the Trustee Board and its sub-committees when deemed appropriate by the chair. In such instances at least a three quarters majority of those entitled to vote is required for any decision to be approved which uses electronic voting including e-mail as the means of concluding business. In the case of decisions which are to be made by sub-committees the approval for electronic voting shall require consent of the sub-committee chair.

2.19.2 The email addresses of the members of the Trustee Board will be obtained from the information provided on the Scout Association National Database.

2.19.3 The electronic calling for any out of committee decision will include such other notices and documents relating to the matter as would ordinarily be given had it been intended to vote in a face to face Trustee Board meeting.

2.19.4 The failure of a Trustee Board member to receive any notification of an intention to resolve business by electronic means will not render any result as invalid.

2.19.5 The Chair shall by a rollcall of Trustee Board members ensure they are ready to cast their vote on any resolution before moving to a recorded vote (unless the resolution is to be decided by ballot).

2.19.6 All electronic committee decisions must be recorded in the minutes of the next meeting as noted and confirmed.

2.20 Proxies

No provision exists for members of the Trustee Board to send a proxy to a Trustee Board meeting. Provision may be made for proxies to attend sub-committee meetings where the TOR so provides but not otherwise.

2.21 Disputes

This Constitution is based on the model 'Constitution of the Scout County' taken from POR and any dispute arising with regard to this constitution shall be interpreted in accordance with POR.

2.22 Amendments to this Constitution

Amendments to this Constitution may be made provided any such amendment:

2.22.1 does not conflict with POR;

2.22.2 Is agreed by a two thirds majority of those entitled to vote at an annual general meeting or an extraordinary meeting of the Council (convened for the purposes of constitutional amendment(s)) and provided notice of the proposed amendment(s) has been circulated to all voting members of the Council at least forty Working Days before the date of such a meeting; and

2.22.3 amendments to POR relative to this Constitution will be automatically implemented without the need for any prior approval and it shall be the responsibility of the Trustee Board or its nominee to bring the written form of this Constitution up to date such that this Constitution is a living document.

Note: POR referenced in this document is the January 2020 edition including the April 2020 supplements.

Adopted by the Suffolk County Scout Council

| Revision Number | Revision Date |
|--|---------------------------------------|
| 1a | 22nd September 2022 |
| 1b (naming change of 'Executive' -> 'Trustee Board' dictated by POR April 2023) | 21 st June 2023 |
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