

# Constitution



# Scouts

## North Devon

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## 01. Context

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

## 02. Charitable Objects

[Rule 1.1 of POR]

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

## 03. The District Scout Council

The District Scout Council has a governance role for the charity and makes District Trustee Board appointments other than ex officio and co-opted Trustee appointments.

The District Scout Council has no Trustee responsibilities.

The members of the District Scout Council are

- a) The ex officio members of the District Scout Council are:
- all adult members with a District role
  - all Group Lead Volunteer members of each Group Leadership Team from the District
  - all Group Leadership Team members of each Group in the District
  - all Group Section Team Members of each Group in the District
  - all Group Trustee Board Chairs from the District
  - all Group Trustee Board Treasurers from the District
  - all Explorers (including Young Leaders) in the District
  - all members of the Scout Network in the District
  - all parents of all Explorers (including Young Leaders) in the District
  - the County Lead Volunteer
  - the County Chair

- b) The appointed members of the District Scout Council are other supporters of the District.

They are appointed by the District Scout Council at their AGM on the recommendation of the District Trustee Board for a fixed period not exceeding three years. Subsequent reappointments are permitted.

The District Scout Council does not need to have any appointed members.

- c) The community members of the District Scout Council are representatives of the local community appointed because of their role rather than by name. For example, local headteachers, or Parish Council members.

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They are appointed by the District Scout Council at their AGM, on the recommendation of the Trustee Board, for a period of one year. Subsequent reappointments are permitted.

A District Scout Council does not need to have any community members.

- d) The total number of appointed and community members of the District Scout Council must not exceed the number of ex officio members.
- e) Membership of the District Scout Council does not in itself provide any member status of Scouts.
- f) An individual's membership of the District Scout Council ends when any of these events occur:
  - a. The District Scout Council member resigns
  - b. The District Scout Council member no longer qualifies as a member of the relevant District Scout Council
  - c. The District Scout Council is dissolved
  - d. District Scout Council membership is terminated by UK Headquarters following a recommendation by the relevant Trustee Board.
- g) District Trustee Board administration must ensure that appointed District Scout Council Members are recorded locally in the minutes of the District Scout Council meeting which appoints them (normally the AGM). District Scout Council members (whether ex officio or appointed or community) must not be recorded as such on the membership system.

### 04. The District Trustee Board

The District Trustee Board is responsible for the governance of the charity. Although the District Trustee Board is responsible for the charity, it is accountable to the District Scout Council.

The members of the District Trustee Board are:

- a. Ex officio  
The District Lead Volunteer and the District Youth Lead
- b. Appointed District Trustees (including Chair and Treasurer) are persons appointed by the District Scout Council.
- c. Co-opted Trustees are persons co-opted by the District Trustee Board. Their term of appointment is a maximum of 12 months (though re-appointment is permitted).
  - i. The number of co-opted members must not exceed the actual number of appointed Trustees, excluding Chair and Treasurer. If a co-option is required mid-year because of a vacancy arising, then this rule may be broken, provided that the total number of Trustees remains no greater than the total number of Trustees permitted by District Scout Council resolution at the AGM.

### 05. District Scout Council - Annual General Meeting

The District Scout Council must hold an Annual General Meeting (AGM) within six months of the end of the District's financial year. The District should give four weeks' notice of the date of the AGM.

The AGM must:

- a) Undertake governance oversight by:
  - approving the minutes of the previous District AGM
  - adopting (or re-adopting) the constitution of the charity.
  - noting the dates of charity's financial year
  - approving appointed and community members of the District Scout Council
  - agreeing the maximum total number of members of the District Trustee Board (this is one number representing the total of ex officio, appointed and co-opted members)
  - agree the quorum for future meetings of the District Scout Council
  
- b) Review the previous year by:
  - receiving from the District Commissioner an overview of the past 12 months of activity in the District
  - receiving and considering the District Trustees' Annual Report and the annual statement of accounts which have been approved by the District Trustee Board.
  
- c) Make appointments
  - appoint a Chair of the District Trustee Board, following recommendations from the selection process initiated by the District Trustee Board.
  - appoint a Treasurer of the District Trustee Board, following recommendations from the selection process initiated by the District Trustee Board.
  - appoint other members of the District Trustee Board, following recommendations from the selection process initiated by the District Trustee Board.
  - appoint the appointment of any District Presidents or District Vice Presidents and note current appointees (if any).
  - appoint (or re-appoint) an auditor, independent examiner or scrutineer.
  - nominate two representatives of the District Scout Council to represent the District on the County Scout Council.

### 06. District Trustee Board - Purpose

The District Trustee Board is a team of volunteers who work together, as charity Trustees, to make sure Scouts is run safely and legally. At the heart of their role is a focus on strategy, performance and assurance, working to ensure that the District is meeting The Scout Association's overall aims and strategic goals.

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

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

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

- a) The charity is:
  - well managed
  - carrying out its purpose for the public benefit
  - complying with the charity's governing document and the law
  - managing the charity's resources responsibly
- b) the charity is operating compliant with POR and the local charity regulator, including effective management of each of the Key Policies listed in POR Chapter 2.
- c) young people are meaningfully involved in decision making at all levels
- d) the District has sufficient resources (funds, people, property and equipment) available to meet the planned work of the District including delivery of the high quality programme and resource requirements of the training programme

The District Trustee Board members must themselves collectively:

- a) develop and maintain a risk register, including putting in place appropriate mitigations
- b) ensure that the District's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the District
- c) ensure that where one of the District's Explorer Units is partnered with a Group and the operational financing is undertaken by the Group, this arrangement is documented in the Partnership Agreement, and the finance arrangements must follow this guidance.
- d) maintain and manage:
  - a reserves policy for the charity. This must address the minimum reserves that should be maintained to allow for difficult financial circumstances in the District, and must also include a statement about how reserves outside that 'minimum' will be used for the development of Scouts
  - an investment policy for the charity
  - a public benefit statement for the charity
- e) ensure that people, property and equipment are appropriately insured, and that any property and equipment owned or used by the District is properly protected and maintained
- f) ensure the appointment and management and operation of any sub-teams, including appointing a Chair to lead the sub-teams. This should normally be one of the District's Trustees. This sub-team Chair title is Sub-Team Leader.

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- g) ensure that effective administration is in place to support the work of the District Trustee Board
- h) appoint any co-opted members of the District 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 District Scout Council at their AGM.
  - Prepare and approve the District Trustees' Annual Report which must include the Annual Accounts and include the report from the auditor, independent examiner or scrutineer
  - Present the approved Trustees' Annual Report and Annual Accounts to the District Scout Council for their consideration at the District's AGM
  - Following the District AGM, ensure that a copy of the District Trustees' Annual Report and Accounts is sent to the County Trustee Board administration and is filed with the appropriate regulator.
- j) Take responsibility for the District's adherence to Data Protection Legislation recognising that, depending 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 District Trustee Board business.
- l) Put in place annually an open and transparent selection process to recommend to the District Scout Council appropriate persons to be appointed members of the District Trustee Board, including Chair and Treasurer. Vacancies for appointed Trustees only occur at the end of their period of appointment.

A District Trustee Board may create sub-teams it deems necessary to support its governance function. The District Trustee Board must ensure that for any sub-team it appoints:

- a. its purpose is governance focused and not operational
- b. its members are agreed and approved by the District Trustee Board
- c. the District Chair has right of attendance
- d. the District Lead Volunteer has right of attendance

Sub-team members are not District Trustees unless they are already members of the District Trustee Board.

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

### 07. District Scout Council - Meeting Conduct

- a) The District Scout Council meets at their AGM.

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- b) It would be unusual for there to be additional meetings of the District Scout Council. This is because the primary task of the District Scout Council is to appoint the District Trustee Board.
  - c) A District Scout Council meeting should normally be convened with at least four weeks' notice. A meeting may be convened on shorter or no notice with the agreement of at least three quarters of the members of the District Trustee Board.
  - d) District Scout Council meetings are chaired by the District Chair. If the chair is unable to be present, the Chair may appoint a delegate to chair a meeting of the District Scout Council subject to such appointment being approved at the start of the meeting by a majority of the District Scout Council members present.
  - e) Only District Scout Council members may vote in District Scout Council meetings.
  - f) The quorum for a District Scout Council meeting is agreed by the District Scout Council at their AGM.
  - g) If there is no quorum present at a meeting of the District Scout Council, the meeting must be closed and reconvened at the earliest opportunity.
  - h) 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.
  - i) To discharge their responsibilities, the District Scout Council may meet by video conference as well as (or instead of) face to face when agreed by the District Chair. The District Scout Council must not 'meet' using any indirect process, such as email.
- At any meeting which is not fully in person, there must be an online poll or other electronic method of counting votes.
- j) All meetings of the District Scout Council, whether face-to-face or otherwise, must be properly recorded and minuted.

### 08. District Trustee Board - Meeting Conduct

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

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- c) Only members of a District Trustee Board may vote in its meetings.
- d) The quorum for a meeting of the District Trustee Board is one third of the Trustees (ex officio plus appointed plus co-opted) plus one [round down if necessary].

For any sub-teams of the District Trustee Board, the quorum for each sub-team must be set by the District Trustee Board, based on the size of the sub-team and the complexity of its task(s).

If there is no quorum present at a meeting of the District Trustee Board, or a sub-team, the meeting must be closed and reconvened at the earliest opportunity.

- e) Decisions are made by a majority of votes cast by the Trustees 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.
- f) To fulfil their responsibilities, the District Trustee Board may meet by video conference or in person, as determined by the District Chair. This includes 'hybrid' meetings, where some Trustees are present at an agreed location while others participate remotely via phone or video.
- g) Where urgent matters arise between scheduled meetings of the District Trustee Board and if it is not practicable to convene a meeting of the Trustee Board, electronic voting (such as email) may be used for decision making provided the District Chair deems it appropriate. For such decisions, a minimum of 75% approval from the Trustees is required. The results of the vote must be reported to, and recorded in, the minutes of, the next District Trustee Board meeting.

## 09. This Constitution

All changes to this constitution must be approved by a meeting of the District Scout Council following recommendation from the District Trustee Board.

Minor changes can be provisionally approved by the District Trustee Board and brought into full effect pending full approval by the District Scout Council.

In the event of a significant change being needed before the next Annual General Meeting of the District Scout Council, then an extraordinary meeting of the Council should be sought.

This document is based on The Scout Association's Policy, Organisation and Rules (POR). Where the two differ, this constitution has jurisdiction over North Devon District Scout Council.

When POR is updated, the relevant changes will be reviewed by the District Board of Trustees, and appropriate changes proposed if necessary.

For any matter not covered in this constitution, reference should be made to POR. The rules or recommendation made therein will then apply to North Devon District Scout Council until consideration by the District Trustee Board and/or the constitution is amended.

END.