

5.4 Constitution for a Group, District or County

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 responsibility for Scouting in the Group, District or County. The Trustee Board is accountable to the Scout Council for the governance of the charity. The Scout Council has no Trustee responsibilities.

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**

The ex officio members of the District Scout Council are:

- a) all adult members of the Scout District - see District roles in the Chapter 16 Roles Table
- b) all adults with the following appointments in the Scout Groups in the District
 - Group Scout Leader
 - Deputy Group Scout Leader
 - Group Trustee Board Chair
 - Group Trustee Board Secretary
 - Group Trustee Board Treasurer
 - Section Leader
 - Assistant Section Leader
 - Group Active Support Manager
- c) all Explorers (including Young Leaders)
- d) members of the District Scout Network
- e) parents and carers of Explorers
- f) a representative of the District Troop Leadership Forum, selected from amongst the membership of the Forum
- g) the County Commissioner
- h) the County Trustee Board Chair

The nominated members of the District Scout Council are other supporters of the District appointed by the District Scout Council on the recommendation of the District Commissioner and the District Trustee Board. The number of nominated members must not exceed the actual number of ex officio members.

A nominated member of the District Scout Council must be appointed for a fixed period not exceeding three years. Subsequent reappointments are permitted.

5.4.2.8 **County Scout Council membership**

The ex officio members of the County Scout Council are:

- a) all adult members of the Scout County - see County roles in the Chapter 16 Roles Table
- b) all adults with the following appointments in the Scout Districts in the County
 - District Commissioner
 - District Youth Commissioner
 - District Trustee Board Chair
 - District Trustee Board Secretary
 - District Trustee Board Treasurer
 - District Active Support Manager
- c) a representative of the County Troop Leadership Forum, selected from amongst the membership of the Forum
- d) a representative of the County Explorer Scout Forum, selected from amongst the membership of the Forum
- e) a representative of the Scout Network, selected from amongst the membership of the District Scout Networks in the County
- f) the Regional Commissioner (in England and Wales) or the Chief Commissioner (in Northern Ireland, Scotland, Wales and Overseas)

The nominated members of the County Scout Council are drawn from these four categories:

- a) members nominated by District Scout Councils
- b) Explorer Scout members nominated by District Explorer Scout Meetings
- c) District Scout Network members nominated by the District Scout Network
- d) other supporters of the County appointed by the County Scout Council on the recommendation of the County Commissioner and the County Trustee Board. They are not required to be members of the Scouts.

The number of persons nominated annually to the County Scout Council from each of the above categories is decided by the County Scout Council at their Annual General Meeting. The number of Nominated Members must not exceed the number of ex officio members.

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

The County Scout Council may co-opt members at their Annual General Meeting. Such co-opted members may include representatives of organisations with whom it is desired to maintain co-operation. For example Girlguiding, religious bodies, schools or Education Authorities, Parish or Local Authorities, and other youth organisations.

Co-opted members are nominated by the County Commissioner. They are not required to be members of the Scouts.

The number of co-opted members must not exceed the total of ex officio and nominated members.

Co-opted (and other) members of Council have no membership status within Scouts (see 5.4.2.2).

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 [Group, District or County as appropriate]. 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
- elect a Secretary to the Trustee Board.
- elect a Treasurer to the Trustee Board
- elect Trustees to the Trustee Board
- approve the Group Scout Leader's, District Commissioner's or County Commissioner's nomination of members of 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:

- 1) nominate representatives of the District Scout Council to represent the District on the County Scout Council.

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

- 1) elect representatives of the County Scout Council following Rule 6.5 to be nominated members of the Council of The Scout Association.
- 2) elect representatives of the County Scout Council as per Rule 6.5 to be nominated members (18-24) on the Council of The Scout Association

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^{SV}

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.

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:

- a) The charity is:
 - well managed
 - carrying out its purposes 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, 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:
 - a reserves policy for the charity (including a plan for use of reserves outside the 'minimum')

- an investment policy for the charity
 - 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:

- a) provide any necessary support to the District Commissioner, when required, to assist the opening, change, merging or closing of Groups, Explorer Units, Scout Networks and Scout Active Support Units in the District

5.4.4.6 A County Trustee Board must also:

- a) provide any necessary support to the County Commissioner, when required, to assist the opening, change, merging or closing of Districts, and Scout Active Support Units in the County

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:

- a) the County Chair and Treasurer should create a support network amongst the District Chairs and Treasurers of the County.
- b) the District Chair and Treasurer should create a support network amongst the Group Chairs and Treasurers of the District.

5.4.5 Trustee Board - membership^{SV}

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). ^{SV}

- 5.4.5.4 Some Groups, Districts and Counties may also need to register as a charity. (See Rule 13.1.2) ^{SV}
- 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:
- The Group Chair
 - The Group Secretary (if appointed as a Trustee)
 - The Group Treasurer
 - The Group Scout Leader
 - The Deputy Group Scout Leader
 - 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.
 - The Sponsoring Authority or its nominee

Where there are joint role holders (e.g. 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
- 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

- a) The ex officio members of a District Trustee Board are: ^{SV}

- The District Chair
- The District Commissioner
- The District Youth Commissioner
- The District Secretary (if appointed as a Trustee)
- The District Treasurer
- The District Explorer Scout Commissioner
- The District Scout Network Commissioner

Where there are joint role holders (e.g. for District Youth Commissioner), only one of the joint role holders should be an ex officio member of the District Trustee Board. This must be decided jointly by the role holders in consultation with the District Commissioner and the District Chair.

- b) The elected members of a District Trustee Board are persons elected at the District Annual General Meeting. The actual number of persons elected must be the subject of a resolution by the District Scout Council at their AGM. There must be a maximum of six elected members.
- c) The nominated members of a District Trustee Board are persons nominated by the District Commissioner, in consultation with the District Chair. The nominations must be approved at the District Annual General Meeting. The number of nominated members must not exceed the actual number of elected members.
- d) The co-opted members of a District Trustee Board are persons co-opted annually by the District Trustee Board. The number of co-opted members must not exceed the actual number of elected members.
- e) The County Commissioner and the County Chair have the right of attendance at meetings of each of the District Trustee Boards in the County.

5.4.5.9

The County Trustee Board

- a) The ex officio members of a County Trustee Board are: ^{SV}

- The County Chair
- The County Commissioner

- The County Youth Commissioner
- The County Secretary (if appointed as a Trustee)
- The County Treasurer

Where there are joint role holders (e.g. for County Youth Commissioner), only one of the joint role holders should be an ex officio member of the County Trustee Board. This must be decided jointly by the role holders in consultation with the County Commissioner and the County Chair.

- b) The elected members of a County Trustee Board are persons elected at the County Annual General Meeting. The actual number of persons elected must be the subject of a resolution by the County Scout Council at their AGM. There must be a maximum of six elected members:
- c) The nominated members of a County Trustee Board are persons nominated by the County Commissioner, in consultation with the County Chair. The nominations must be approved at the County Annual General Meeting. The number of nominated members must not exceed the actual number of elected members.
- d) The co-opted members of a County Trustee Board are persons co-opted annually by the County Trustee Board. The number of co-opted members must not exceed the actual number of elected members.
- e) These members have the right to attend meetings of the County Trustee Board:
 - the Regional Commissioner in England and in Wales
 - the Chief Commissioner in Scotland and in Northern Ireland
 - the International Commissioner for British Scouts Overseas and for Gibraltar
- f) These members must be invited to attend meetings of the County Trustee Board:
 - the County's Nominated Member(s) on the Council of The Scout Association
 - the County's Nominated Youth Representative on the Council of The Scout Association

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.

5.5 Finance

5.5.1 Finance in Groups, Districts, Counties^{SV}

- 5.5.1.1 Certain rules in this Rule 5.5 do not apply, without modification, in parts of the British Isles outside England and Wales. ^{SV}
- 5.5.1.2 Every Group, District and County is a separate unincorporated charity and is under a statutory obligation to keep proper books of account. ^{SV}
- 5.5.1.3 The Charities Act 2011 applies directly only in England and Wales, but similar legislation applies elsewhere. ^{SV}
- 5.5.1.4 The Group, District or County Trustee Board must ensure that proper financial planning and budgetary control is operated (see 5.4.4.3.)
- 5.5.1.5 The Group, District or County Team Meeting, as appropriate, must be consulted on the financial planning of the Group's, District's or County's activities.
- 5.5.1.6 All expenditure not specifically planned within the Group, District or County Trustee Board's budget must be approved by the appropriate Trustee Board to ensure that any financial liability incurred can be met.
- 5.5.1.7 When entering into any financial or contractual obligation or commitment with another party, the persons concerned should make it clear to the other party that they are acting on behalf of the charity and not in a personal capacity.