



The Constitution of the Kent County Scout Council

This constitution describes the role, membership and operation of the Trustee Board of the Kent County Scout Council otherwise known as Kent Scouts, a registered charity (number 303471).

In the interest of openness, especially for new members of the Scout Council, the Scout Council **shall** re-adopt the constitution at each Annual General Meeting.

The constitution (governing documents) of Kent County Scout Council consist of: -

1. “The Scout Association – The Royal Charter 1912 (as amended)”, under which The Scout Association was empowered to charter the creation and enrolment of scout units as members of The Scout Association, and by virtue of which Kent Scouts has been created and enrolled as a member of The Scout Association;
2. “The Policy, Organisation and Rules of The Scout Association (POR)”, as ratified by The Executive under The Bye-Laws of the Association, and which rules apply to all member units of The Scout Association.
3. This document dated 7th October 2023

This document shall supersede any previous documents cited as being governing documents of Kent Scouts.

Any anomaly, question of interpretation or dispute arising with regard to the Rules shall be interpreted and/or applied in accordance with POR (July 2023) Rule 5 and in any event, in compliance with the rules of POR generally.

The constitution for Kent Scouts follows the Rules 5.4 of POR subject to minor amendment as cited below.

1. The Scout Council - membership

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

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

There are four categories of membership of the Scout Council:

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

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.

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.

2. Scout Council - Annual General Meeting

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

The Annual General Meeting must:

- a. Undertake governance oversight:
 - adopt (or re-adopt) the constitution of the charity. See POR 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. 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 County Commissioner's nomination of the Chair of the Trustee Board
 - approve the 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
 - elect representatives of the County Scout Council following Rule 6.5 to be nominated members of the Council of The Scout Association.
 - 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.

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

1. all nominated or elected Trustees are recorded on the membership system.
2. the Trustee Annual Report and Accounts are filed as described in POR 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.

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.

3. 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.

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

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 County including delivery of the high-quality programme and resource requirements of the training programme (POR Rule 4.2.2)
- e) the Scouts has a positive image in the local community.

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 subcommittees, 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 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.

The Trustee Board must also 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.

The 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 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.

4. Trustee Board - membership

Subject to the conflict-of-interest rules (see POR 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.

Ex officio, nominated, elected and co-opted members of the Trustee Board are charity Trustees of the County. 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 Acts. (See POR rule 16.1.1.5).

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

The Trustee Board and any sub-committees should, wherever possible, have as full voting members at least two people aged between their 18th and 25th birthdays.

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 (eg 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. These members shall each be elected for a period of three years, with two members elected each year, unless more vacancies exist due to resignations. An election shall be held each year before or at the Annual General Meeting if there are more than two candidates put forward for election.
- 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:
 - o the Regional Commissioner in England and in Wales
- f. These members must be invited to attend meetings of the County Trustee Board:
 - o the County's Nominated Member(s) on the Council of The Scout Association
 - o the County's Nominated Youth Representative on the Council of The Scout Association

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

5. Trustee Board - Conduct of meetings

Only members of a Trustee Board may vote in meetings of the Trustee Board.

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.

Decisions are made by a majority of votes cast by those present at the meeting.

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.

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.

Quorum

Scout Council

At meetings of the Scout Council

50% of those attending plus one.

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.

County Trustee Board

At meetings of the County Trustee Board and meetings of any sub-Committees

As recommended by the Charity Commission one third of the total number of charity trustees plus one.

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.