

Northamptonshire County Scout Council

Registered Charity No. 269735 (England and Wales)

Constitution

September 2017

Amendment History

Date	Detail
9 th September 2017	<i>This constitution was produced in 2017 and was adopted by the Northamptonshire County Scout Council at the Annual General Meeting on 9th September 2017.</i>

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1 Constitution

- i. This Constitution is based on the 'The Constitution of the Scout County' as provided in Rule 5.16 of 'The Policy, Organisation and Rules' (POR). It is agreed that any anomaly, question of interpretation or dispute arising with regard to the rules herein shall be interpreted and/or applied in accordance with Rule 5.16 as aforementioned and, in any event, in compliance with the rules of POR generally.
- ii. References to "Compass" refer to the Compass Membership System, the official membership system of the Scout Association (POR Rule 14.12)
- iii. Wherever mentioned in this document, 'The County' and 'The Scout County' shall both mean Northamptonshire Scout County.
- iv. All elected and constitutional bodies within the County should have, as full voting members, at least two young people between the age of 18 and 25 years old.
- v. This policy, as a matter of good practice, should also be applied to any ad hoc, short or long term working groups or committees.

2 The County Scout Council

Northamptonshire County Scout Council is the electoral body that supports Scouting in Northamptonshire. It is the body to which the County Executive Committee is accountable.

2.1 Membership of the County Scout Council

Membership of the County Scout Council is open to:

2.1.1 Ex-Officio Members

- County President;
- County Vice-Presidents;
- Regional Commissioner;
- County Chairman;
- County Commissioner;
- County Secretary;
- County Treasurer;
- County Youth Commissioner
- Deputy County Commissioners;
- County Scout Active Support Managers;
- County Training Manager;
- Assistant County Commissioners;
- County Scouters;
- County Skills Instructors;
- County Advisers;
- County Administrators;
- Local Training Managers;
- District Commissioners;
- District Youth Commissioners
- District Chairmen;
- District Secretaries;
- District Treasurers;
- A representative of the County Network Forum, selected from amongst the membership of the Forum

2.1.2 Nominated Members

Up to six persons to be nominated annually to the County Scout Council from **each** of the following categories:

- i. Persons recommended by the County Commissioner in consultation with the County Chairman.
- ii. District Scout Network Members nominated by the District Scout Networks.
- iii. County Scout Active Support Members nominated by the County Scout Active Support Units.
- iv. Members nominated by each of the District Scout Councils (six members from each District)

2.1.3 Co-opted Members

The County Scout Council may co-opt members annually.

- i. Such co-opted members may include representatives of organisations with whom it is desired to maintain co-operation e.g. Girlguiding, religious bodies, other youth organisations and Local Education Authorities.
- ii. Members are nominated by the County Commissioner
- iii. The number of members co-opted must not exceed the total of ex-officio and Nominated members.

2.1.4 Invited Members

- i. The Regional Growth and Development Manager

2.2 Cessation of Membership

2.2.1 Membership of the County Scout Council ceases upon:

- i. The resignation of the member;
- ii. The dissolution of the Council;
- iii. The termination of membership by Headquarters following a recommendation by the County Executive Committee.

3 The County Executive Committee (Board of Trustees)

3.1 The responsibilities of the County Executive Committee

- i. The Executive Committee exists to support the County Commissioner in meeting the responsibilities of their appointment.
- ii. Members of the Executive Committee must act collectively as charity Trustees of the Scout County, and in the best interests of its members to:
 - a Comply with the Policy, Organisation and Rules of The Scout Association.
 - b Protect and maintain any property and equipment owned by and/or used by the County.
 - c Manage the County finances.
 - d Provide insurance for people, property and equipment.
 - e Provide sufficient resources for Scouting 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 the local area.
 - g Manage and implement the Safety Policy locally.
 - h Ensure that a positive image of Scouting exists in the local community.
 - i Appoint and manage the operation of any Sub-Committees, including the appointment of a Chairman.
 - j Ensure that Young People are meaningfully involved in decision making at all levels within the County.
 - k The opening, closure and amalgamation of Districts, the County Scout Network and Scout Active Support Units in the County as necessary.
 - l Appoint and manage the operation of an Appointments Advisory Committee, including appointing an Appointments Committee Chairman to lead it.
- iii. The Executive Committee must also:
 - a Appoint Administrators, Advisers, and Co-opted members of the Executive Committee.
 - b Approve the Annual Report and Annual Accounts after their examination by an appropriate auditor, independent examiner or scrutineer.
 - c Present the Annual Report and Annual Accounts to the Scout Council at the Annual General Meeting; file a copy with National Headquarters and submit them to the Charities Commission.
 - d Maintain confidentiality with regard to appropriate Executive Committee business.
 - e Where staff is employed, act as a responsible employer in accordance with Scouting's values and relevant legislation.
 - f Ensure line management responsibilities for employed staff are clearly established and communicated.

3.2 The County Executive Committee

The County Executive Committee consists of:

3.2.1 Ex-officio members (5)

- i. County Chairman.
- ii. County Commissioner
- iii. County Youth Commissioner
- iv. County Secretary
- v. County Treasurer

3.2.2 Elected members (a maximum of 8)

These persons are elected at the County Annual General Meeting.

- i. Six members from the District Scout Councils. Districts should identify their preferred choice for the Executive from their six nominations to the Council.
- ii. Two young people between the age of 18 and 25 years old proposed by the County Youth Commissioner in consultation with the County Commissioner and County Chairman.

3.2.3 Nominated members (a maximum of 8)

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

- i. The nominations must be approved at the County Annual General Meeting.
- ii. The persons nominated need not be members of the County Scout Council and their number must not exceed that of the elected members.

3.2.4 Co-opted members (a maximum of 8)

- i. The County Executive Committee may co-opt members on an annual basis.
- ii. The number of co-opted members must not exceed the number of members who may be elected.

3.2.5 Right of Attendance

- i. The Regional Commissioner has the right of attendance.

3.2.6 Invitation to Attend

The County Executive Committee may invite the following to attend meetings of the Committee (if they are not already members of the County Executive Committee):

- i. The County's Nominated Members(s) of the Council of The Scout Association;
- ii. The County's Nominated Youth Representative of the Council of The Scout Association;
- iii. The Regional Growth and Development Manager.

Additionally, the County Chairman, in consultation with the County Commissioner, may invite any person to speak to the County Executive Committee; however, they will not hold voting rights in the meeting.

3.3 Sub-Committees

- i. The County Executive Committee may establish any sub-committees that it deems necessary. The members of these sub-committees are nominated by the County Executive Committee.
- ii. An Appointments Advisory Committee must be established and maintained in accordance with POR¹
- iii. The need for and/or membership of any committee, except for the Appointments Advisory Committee, may be reviewed at any time by the County Executive Committee, and must be reviewed at least once a year at its first meeting after the AGM.
- iv. The County Commissioner and County Chairman are ex-officio members of any sub-committee of the County Executive Committee.
- v. Any fund raising committee must include at least two members of the County Executive Committee, in addition to the ex-officio members. No uniformed County Scouter should serve on such a fund raising committee.
- vi. The chair for each sub-committee should be proposed by the County Chairman and approved by the County Executive Committee
- vii. Each sub-committee should have clear terms of reference agreed by the County Executive Committee.
- viii. Minutes from each sub-committee should be available to the County Executive Committee within 3 weeks of the meeting.

3.4 County Executive Committee Standing Agenda

The Committee should meet at least 4 times in a year and on each occasion the Agenda should include:

- i. An update on any declarations of interest
- ii. Confirmation that the minutes of the previous meeting were an accurate record
- iii. Review of Matters /Actions arising from those minutes
- iv. An update from the County Commissioner or his nominate representative
- v. An update on the Risk Register
- vi. A report from the latest meetings of each sub-committee
- vii. An update from the County Treasurer
- viii. An update on Health & Safety

3.5 Declarations of Interests

- i. Trustees have a duty under common law to act in the best interests of the charities they serve. Trustees, generally, should not benefit from the charity and should not be influenced by their wider interests when making decisions affecting the charity.
- ii. A conflict of interest can be defined as:
“...any situation in which a trustee’s personal interests or responsibilities they owe to another body, may, or may appear to influence the trustee’s decision making.”
- iii. Conflicts of interest arise when the interests of trustees, or “connected persons”, are incompatible or in competition with the interests of the charity.

¹ The Appointment Process, section 3.1: Appointing the Appointments Advisory Committee. The membership of the Appointments Advisory Committee may be reviewed at any time by the County Executive Committee.

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- iv. A key means of preventing conflicts of interest from affecting decision-making is to identify potential conflicts in advance.
 - v. To ensure that trustees remain in an optimal position to manage any real or perceived conflict, it should be standard practice to ask for any such declarations at the start of each Year and ask for updates at the start of each Executive meeting.

3.5 Charitable Status

Northamptonshire Scout County is an educational charity, and the members of the County Executive Committee are the charity trustees of the Scout County.

- i. Only persons aged 18 and over may be full voting members of the County Executive Committee because of their status as Charity Trustees (however the views of young people in the County must be taken into consideration).
- ii. By virtue of the Charities Acts, certain people are disqualified from being charity trustees.²
- iii. Charity trustees are responsible for complying with all the legislation applicable to charities, including the Data Protection Act. This includes the requirement to make an annual return to the Charity Commission³.

3.6 Conduct of Meetings in the Scout County

- i. In meetings of the County Scout Council and the County Executive Committee only the members specified may vote.
- ii. Decisions are made by a majority of votes of those present at the meeting. In the event of an equal number of votes being cast on either side in any issue the chairman does not have a casting vote and the matter is taken not to have been carried.
- iii. If a member of the County Executive Committee is absent from three consecutive meeting of the Committee, it may be resolved by a majority of the other members at the next or subsequent meeting, that they have ceased to be a member of the Committee and a Charity Trustee.
- iv. Any member of The County Executive that misses more than three meetings over the course of a 12-month period without, in the opinion of the other Trustees a valid reason, will automatically cease to be a Charity Trustee and member of the County Executive

3.7 Quorum at County Executive Committee Meetings

- i. 50% of members shall form a quorum⁴, at least two of whom shall be ex-officio members of the Committee.
- ii. The meeting will be in-quorate in the absence of the County Chairman and the Deputy Chairman;
- iii. No business shall be conducted in the absence of a quorum – the meeting will terminate as soon as it becomes inquorate.
- iv. The quorum for all Sub-Committees shall be set by the Sub Committee chairman and endorsed by the County Executive Committee.

² POR Rule 13.1

³ Trustees' Report and Financial Statements

⁴ If the membership of the Committee is an even number a quorum shall be 50% plus 1 of that number and if an odd number shall be rounded up to nearest whole number

4 Annual General Meeting

- i. The County Scout Council must hold an Annual General Meeting within six months of the financial year end⁵ to:
 - a. Receive and consider the Annual Report of the County Executive Committee, including the Annual Statement of Accounts⁶;
 - b. Approve the County Commissioner's nomination of the County Chairman and nominated members of the County Executive Committee;
 - c. Elect a County Secretary;
 - d. Elect a County Treasurer;
 - e. Elect certain members of the County Executive Committee;
 - f. Elect the representative(s) of the County Scout Council to serve as Nominated Member(s) of the Council of The Scout Association;
 - g. Elect a representative of the County Scout Council to serve as Nominated Youth member on the Council of The Scout Association;
 - h. Appoint an Independent Examiner.
- ii. All communication to members about the Annual General Meeting will be in electronic format. For this purpose, the email addresses of the members of the County Scout Council will be obtained from the information provided from Compass, or sent to District Commissioners to forward onto the adult members in their respective Districts.
- iii. No business shall be transacted at an Annual General Meeting, and no resolution shall be proposed at any such meeting except as may arise upon:
 - a. The Annual Accounts;
 - b. The Report of the County Executive Committee;
 - c. The appointment and re-appointment of members of the County Executive Committee;
 - d. The appointment or re-appointment of Auditors;
 - e. Amendments to the Constitution
 - f. There is to be no 'Any Other Business' conducted at the Annual General Meeting.
- iv. Voting rights will be identified by coloured agenda papers provided at sign-in

5 Special General Meetings

- i. All general meetings of the County Scout Council other than Annual General Meetings shall be called Special General Meetings.
- ii. Special General Meetings shall be called upon agreement of 75% of the County Executive Committee Members.

⁵ 31st March

⁶ Trustees' Report and Financial Statements

6 Notice of Meetings

- i. At least twenty-eight days' notice of every general meeting (whether an Annual General Meeting or a Special General Meeting) specifying the hour, date and place of the meeting shall be given to members of the County Scout Council, in writing, by electronic means.
- ii. The notice shall specify:
 - a. The nature of any resolution to be moved at the meeting and/or the other business to be transacted at the meeting, and
 - b. Request nominations of candidates for any office for which there will be an election at the meeting, including that of the Auditor.
- iii. The Annual General Meeting shall be described as such in the notice of meeting.
- iv. Notice of a meeting shall be sent to every member of the County Scout Council who would be eligible to vote at the meeting if the meeting were held on the date of the notice.
- v. A notice of a meeting shall be given by the County Secretary, or other nominated person on the County Executive Committee, by sending it electronically to the registered email address of the County Scout Council member.
- vi. The accidental 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 at that meeting.

7 Quorum at General Meetings

- i. No business shall be considered at any Annual General Meeting or Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum shall be constituted for all purposes by 10% of eligible members of the County Scout Council with roles as recorded on Compass. Only those posts on the County Scout Council, which are filled at the date of the meeting, will count as the membership of the County Scout Council. Unfilled posts will be disregarded for the purpose of determining the quorum.
- ii. If no quorum shall be present within half an hour after the time appointed for the Annual General Meeting or Special General Meeting, the chairman of the meeting shall adjourn it to such hour, date and place, as they shall direct.

8 Procedures at General Meetings

- i. The County Chairman will preside at every general meeting of the County Scout Council. If the Chairman is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act, the members of the County Executive Committee present shall elect one of their numbers to preside. If no member of the County Executive Committee is present within fifteen minutes after the time appointed for the meeting, or is unwilling to act, the meeting will be adjourned. The County Chairman will, as soon as practicable, determine the hour and place for a reconvened meeting.
- ii. Every question submitted to an Annual General Meeting or Special General Meeting shall be decided by a simple majority of those present at the meeting, and such votes shall be taken in the first instance by a show of hands. In the event of an equal number of votes being cast on either side in any issue the chairman does not have a casting vote and the matter is taken not to have been carried.
- iii. A ballot may (before or on the declaration of the result of the show of hands) be demanded by the Chairman of the meeting, or twenty members of the County Scout Council who are present at the meeting
- iv. The chairman of the meeting may, in the event of a ballot, appoint the scrutineers (who should not be members of the County Scout Council).
- v. Voting papers to be used on a ballot shall be valid only if the County Executive Committee issues them.

9 Entitlement of Members to Vote on Resolutions

The right to vote at general meetings shall be limited to members of the County Scout Council with full roles, as recorded on Compass.

10 Email Ballots

- i. At the joint request of the County Chairman and the County Secretary an email ballot of those members of the County Scout Council entitled to vote at a general meeting may be held in respect of any resolution (whether special or not).
- ii. Notice of such a ballot will be given by email to all members of the County Scout Council entitled to vote not less than fourteen days and not more than fourteen days before the date which is specified as the final date for the receipt of completed electronic ballot papers.
- iii. The notice will include such other notices and documents relating to the resolution as would be given or sent in connection with the resolution had it been intended to vote on the resolution at a general meeting.

11 Nomination and Election Procedures

- i. The County Executive Committee will nominate a President and Vice Presidents (up to a maximum of six Vice Presidents) of the County Scout Council. There is no restriction on who may be nominated, and the County Executive Committee should welcome suggestions for these positions from members of the County Scout Council.
 - a. A County President may be appointed at the County Annual General Meeting to encourage the well-being of Scouting in the County.
 - b. County Vice-Presidents may be appointed by the County Executive Committee in consultation with the County Commissioner from time to time to perform specific duties identified by the County
- ii. The nominations will be agreed by the County Scout Council at the Annual General Meeting. The nominees' names (with a brief biography) will be circulated with the agenda for the Annual General Meeting.
- iii. The County Chairman must be able to work in partnership with the County Commissioner. Therefore the County Commissioner nominates the County Chairman and the County Scout Council at its Annual General Meeting approves the appointment.
 - a. The duties of the County Chairman is to Chair of the County Scout Council and the County Executive Committee and to promote their effective working; to work closely with the County Commissioner to encourage the development of Scouting in the County; to maintain contact with all District Chairmen in the County and to promote and encourage the effective working of their Councils and Committees.
 - b. The County Chairman is an ex-officio member of all Councils, Committees and Sub-Committees in the County and may attend all meetings of Executive Committees and Councils or may nominate a representative to attend.
 - c. A Leader, Manager or Supporter may not hold the office of County Chairman.
- iv. The County Secretary is elected by the County Scout Council at its Annual General Meeting and nominated by the County Chairman in consultation with the County Commissioner.
 - a. The office of County Secretary may not be combined with that of County Chairman or County Treasurer.
 - b. The office of County Secretary may not be held by a Leader, Manager or Supporter.
- v. The County Treasurer is elected by the County Scout Council at its Annual General Meeting and nominated by the County Chairman in consultation with the County Commissioner.
 - a. The office of County Treasurer may not be combined with that of County Chairman or Secretary.
 - b. The office of County Treasurer may not be held by a Leader, Manager or Supporter.
- vi. Nominations must be proposed by a member of the County Scout Council and should have one seconder who is a member of the County Scout Council. After being proposed and seconded, the voters should pass the election by simple majority. Only members of the County Scout Council can vote in any election. Proposers, Seconders and voters must have full roles as recorded on Compass.

- vii. In accordance with POR, all appointments to the County Executive Committee, including elected appointments, are from the date of the AGM at which they were elected until the next AGM, in order that the Executive remains an open and representative body of the County Scout Council. Casual vacancies filled after an AGM last until the following AGM.
- viii. The nominations for election to the County Executive Committee must be received by the County Secretary at least fourteen days prior to the date of the Annual General Meeting.
- ix. Proxy votes will be accepted only by the County Secretary in writing and must be passed to the County Secretary no later than seven days before the date of the meeting.

12 Amendments to this Constitution

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

- i. does not conflict (or potentially conflict) with the rules of POR; and
 - ii. Is agreed, by a simple majority, at an AGM of the Council where a quorum is present and provided Notice of the proposed amendment has been circulated to all voting members of the Council at least twenty one days before such meeting.
-