



The Constitution for Swanley Scout District

5c.2.1.1 Preamble

This constitution describes the role, membership and operation of the Swanley District Scout Council, and the Swanley District Trustee Board. In the previous versions of POR, it was section 5.5.

Any references to 'District Scout Council' and 'District Trustee Board' throughout this document relate to **Swanley District Scout Council** and **Swanley District Trustee Board** respectively.

In the interest of openness, especially for new members of the District Scout Council, the District Scout Council should re-adopt the constitution at each Annual General Meeting (AGM).

The District constitution must always be used in the context of the rules in Chapter 5b of the Policy, Organisation & Rules of the Scout Association (P.O.R.) To maintain consistency with the P.O.R. the numbering of all sections on the following pages of this document corresponds to those in the current P.O.R. For further clarification on any point please refer to the relevant section in P.O.R.

To facilitate possible future changes to the Swanley Scout District, some standard paragraphs have been included in this document – even though those paragraphs may not be relevant to Swanley Scout District at the date of this document.

5c.2.1.2 Charitable objects

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

5c.2.2 The Swanley District Scout Council

5c.2.2.1 The District Scout Council has a governance role for the District Scout charity and makes District Trustee Board appointments other than ex-officio and co-opted appointments.

5c.2.2.2 The District Scout Council has no Trustee responsibilities.

5c.2.2.3 The Members of the District Scout Council are

- a. The ex-officio members of the District Scout Council are detailed in Rule 5b.3.2.5
- b. The District Scout Council may **appoint** some members as detailed in Rule 5b.3.2.8.
- c. The District Scout Council may appoint some **community** members. See Rule 5b.3.2.9
- d. The maximum number of appointed and community members of a District Scout Council is detailed in Rule 5b.3.2.10.

- 5c.2.2.4 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

5c.2.3 The Swanley District Trustee Board

- 5c.2.3.1 The District Trustee Board is responsible for the governance of the charity, whether or not it is a charity in law. Although the District Trustee Board is responsible for the charity, it is accountable to the District Scout Council.

5c.2.3.2 Swanley District Trustee Board membership

The members of the District Trustee Board are:

- a. Ex officio
The ex officio roles are defined in Rule 5b.3.3.5(a).
- b. Appointed District Trustees (including Chair and Treasurer) are persons appointed by the District Scout Council as described in Rule 5b.3.3.5(b).
- c. The selection process for appointed District Trustees must follow Rules 5b.3.3.5(b) and 5b.3.3.6.
- d. Co-opted Trustees are persons co-opted by the District Trustee Board, see Rule 5b.3.3.5(c). Their term of appointment is a maximum of 12 months (though re-appointment is permitted).

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.

The selection process for co-opted Trustees must follow Rules 5b.3.3.5(c) and 5b.3.3.6.

5c.2.4 Swanley District Scout Council – Annual General Meeting

- 5c.2.4.1 To support the *planning and delivery of a District AGM* there is a downloadable 'script' (including agenda and script templates and a suggested planning timetable).
- 5c.2.4.2 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.
- 5c.2.4.3 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 (see Rule 5b.3)

- 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 financial year by
- receiving from the District Lead Volunteer 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 recommendation from the selection process initiated by the District Trustee Board.
 - appoint a Treasurer of the District Trustee Board, following recommendation from the selection process initiated by the District Trustee Board.
 - appoint other members of the District Trustee Board, following recommendation from the selection process initiated by the District Trustee Board.
 - approve 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 (see POR 5e.3)
 - nominate two representatives of the District Scout Council to represent the District on the County Scout Council, in addition to those ex-officio members detailed in POR 5b.3.2.6(b),(c),(d), to represent the District on the County Scout Council.

5c.2.5 Swanley District Trustee Board – purpose

5c.2.5.1 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.

5c.2.5.2 Members of the District Trustee Board must act collectively as charity trustees of the District (whether or not it is a charity in law), and in the best interests of the District and its members.

5c.2.5.3 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:
 - o well managed
 - o carrying out its purposes for the public benefit
 - o complying with the charity's governing document and the law
 - o 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 2a.
- 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 (see Rule 4b.7)

5c.2.5.4 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. 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 development of Scouts
 - b. an investment policy for the District
 - c. a public benefit statement for the District
- 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 created in line with POR 5c.2.5.5, including appointing a Chair to lead the sub-teams. This should normally be one of the District's Trustees. This sub-team Chair role title is Sub-Team Leader (see the Teams Table in POR Chapter 16).ensure that effective administration is in place to support the work of the District Trustee Board
- 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:
 - a. prepare and approve the Annual Accounts and arrange their examination by an auditor or independent examiner as appropriate and as appointed by the District Scout Council at their AGM
 - b. prepare and approve the District Trustees' Annual Report which must include the Annual Accounts and include the report from the auditor or independent examiner.

- c. present the approved Trustees' Annual Report and Annual Accounts to the District Scout Council for their consideration at the District's AGM
- d. following the District AGM, ensure that the District Trustee Board administration:
 - files a copy of the District Trustees' Annual Report and Accounts as described in POR 5e.2.1.2 and POR 5e.2.1.3.
 - records all District Trustees on the membership system, and ensures that the necessary eligibility checks are promptly concluded (should be by no later than 30 days following the AGM)
 - if the District is registered with their regulator, updates the District's registration details to list all District Trustees.
- j. take responsibility for the District's adherence to Data Protection Legislation recognising that, dependent on circumstances, it may at different times act as a Data Controller and as a Data Processor, including the Trustee Board responsibilities listed at POR 2a.3.2.1.
- 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 (for example, a Trustee may have been appointed for three years and so does not need to be re-appointed or re-selected after years 1 and 2).
- m. where staff are employed:
 - a. act as a responsible employer in accordance with Scouts' values and relevant legislation
 - b. ensure that effective line management is in place for each employed staff member and that these are clearly established and communicated
 - c. ensure that appropriate specific personnel insurance is in place (POR 5g.4.1.2(j))

5c.2.5.5

- a. A District Trustee Board may create sub-teams it deems necessary to support its governance function (see POR 5c.2.5.4(f)). 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
- b. Sub-team members are not District Trustees unless they are already members of the District Trustee Board.
- c. All sub-team members must be recorded on the membership system.
- d. If a sub-team consists entirely of non-Trustee members it is good practice for at least one member of the sub-team to have completed the Being a Trustee in Scouts learning.

5c.2.5.6 To support effective governance and share good practice, the District Chair and Treasurer should create a support network amongst the Group Chairs and Group Treasurers of the District.

5c.2.6 Swanley District Scout Council - Conduct of meetings

5c.2.6.1 The District Scout Council meets at their AGM (see POR 5c.2.4).

5c.2.6.2 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. If members resign from the District Trustee Board, Rule 16.9.2.2 must be followed, thus rendering an additional District Scout Council meeting unnecessary.

5c.2.6.3 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.

5c.2.6.4 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.

5c.2.6.5 Only District Scout Council members, as defined in Rule 5c.2.2.3, may vote in District Scout Council meetings.

5c.2.6.6 The quorum for a District Scout Council meeting is agreed by the District Scout Council at their AGM (see 5c.2.4.3(a)).

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.

5c.2.6.7 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.

5c.2.6.8 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.

5c.2.6.9 All meetings of the District Scout Council, whether face-to-face or otherwise, must be properly recorded and minuted.

5c.2.7 Swanley District Trustee Board - Conduct of meetings

5c.2.7.1 Meetings of the District Trustee Board should be convened on at least two weeks' notice, though it is good practice to schedule meeting dates well in advance. Meetings may be convened on shorter notice, using the guidance of POR 5c.2.7.3 to agree the date of the additional meeting.

5c.2.7.2 District Trustee Board meetings are chaired by the District Chair. If the District Chair is unable to be present at a meeting, the District Trustee Board may choose a member to act as chair

for the duration of the 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.

- 5c.2.7.3 Only members of a District Trustee Board as defined in 5b.3.3 may vote in meetings of the District Trustee Board.

Trustees (including ex officio Trustees) must have a full appointment as a Trustee before they can vote at, or influence discussion at, a Trustee Board meeting. They can be invited to attend Trustee Board meetings while they have a provisional appointment but may not influence decision making or take part in any voting.

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 meeting Chair does not have a casting vote, and the matter is taken not to have been carried.

- 5c.2.7.4 The quorum for a meeting of a District Trustee Board is one third of the Trustees (ex officio plus appointed plus co-opted) plus one *[round down if necessary]*. So, a Trustee Board with 10 members would have a quorum of four. And a Trustee Board with six members would have a quorum of three.

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.

- 5c.2.7.5 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.

Whether hybrid or in person, it is important that all persons present at a meeting are able to:

- a. be seen
- b. ask questions
- c. join in the debate
- d. see, share and display documents such as resolutions

- 5c.2.7.6 Where urgent matters arise between scheduled meetings of the District Trustee Board and if it is not feasible 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.

Digital applications other than email are not normally appropriate to be used for such decision making. This includes WhatsApp, Doodle and similar tools, which should only be considered in exceptional circumstances and with the agreement of the District Chair.

For such decisions taken between meetings, a minimum of 75% *[round down if necessary]* of the total number of Trustees must approve the matter. The results of the vote must be reported to, and recorded in the minutes of, the next District Trustee Board meeting.

Signed on behalf of Swanley District Scouts

Full Name:	Full Name:
Signature:	Signature:
Position:	Position:
Date:	Date: