

THE SCOUT ASSOCIATION – COUNTY OF BIRMINGHAM SCOUT COUNCIL

CONSTITUTION

Date of Adoption 25.11.2021

THE SCOUT ASSOCIATION COUNTY OF BIRMINGHAM “The Scout County”

- 1.1. This document is the Constitution of The Scout Association County of Birmingham Scout Council
- 1.2. The Scout Association County of Birmingham “The Scout County” is an autonomous affiliate of The Scout Association holding its property and equipment and admitting people to membership of The Scout County subject to the Policy, Organisation and Rules “POR” ¹ of the Scout Association as maybe amended from time to time.
- 1.3. The Scout County was formed on 16th March 1931 and has a UK Charity Registration number 524566 dated 25th March 1964.
- 1.4. The governing document of The Scout Association is The Royal Charter of the Scout Association dated 4th January 1912 as amended by Supplemental Charters dated 28th March 1949, 18th February 1959, 5th May 1967, and 19th July 1991.
- 1.5. The Scout Association UK charity registration number is 306101.
- 1.6. In the absence of a rule below refer to POR and subsequent regulations and guidance given by The Charity Commission UK.

THE COUNTY SCOUT COUNCIL “The Council”

- 2.1. The Scout Association County of Birmingham Scout Council (hereinafter referred to as “The Council”) is responsible for overseeing and supporting Scouting in Birmingham including the Directly Administered Groups and all the Districts within geographical boundaries agreed between The Council and UK Headquarters. It is an autonomous body, affiliated to The Scout Association, and its affairs are managed by the Birmingham County Executive Committee “Executive Committee”. The Council is the electoral body which supports Scouting in the County. It is the body to which the Executive Committee is accountable for the satisfactory running of The County. (5.14f)
- 2.2. Membership of The Council (5.16 e)
 - 2.2.1. Membership of The Council is open to all those listed in the relevant paragraph of POR where there are also rules relating to the number and tenure of nominated and co-opted members.
 - 2.2.2. The Council may appoint the honorary roles of President, Vice President and Patron for fixed terms.
 - 2.2.3. Membership of The Council ceases upon any one of the following:
 - a. The resignation of the member

¹ See <http://scouts.org.uk/por/>

- b. The dissolution of The Council
- c. The termination of membership by Headquarters following a recommendation by the relevant committee

2.3. Meetings of The Council

- 2.3.1. The Council shall hold an Annual General Meeting within six months of the end of each financial year and at each Annual General Meeting the business shall be as listed in Appendix.
- 2.3.2. An Extraordinary Meeting of The Council shall be called by the County Secretary within sixty days at the request of the Executive Committee, or of either the County Chair or the County Commissioner, or by requisition signed by ten members of The Council. At Extraordinary Meetings, the business shall be limited to the purpose for which the meeting was called.
- 2.3.3. Notice of all meetings of The Council, including a copy of the agenda, shall be issued to members of The Council at least two weeks prior to the date of the meeting either in paper form or electronically (by e-mail). Such notice may be given by including it in a newsletter.
- 2.3.4. The County Chair shall preside, or, in their absence, the meeting shall elect a chair from the members present.

COUNTY EXECUTIVE COMMITTEE “Executive Committee” (5.16 f)

- 3.1. The Executive Committee exists to support the County Commissioner in meeting the responsibilities of their appointment.
- 3.2. Membership of the Executive Committee (5.16 f iii)
 - 3.2.1. The Executive Committee shall consist of the following types of voting members: Ex officio, Elected, Nominated and Co-opted members as defined in POR provided that:
 - a. at the time of their appointment, the number of nominated members must not exceed the number of elected members and the number of co-opted members must not exceed the number of elected members.
 - b. persons ineligible to be charity trustees may not serve on the Committee,
 - 3.2.2. Elected members are elected for a term of three years at the Annual General Meeting. They should ideally serve no more than two consecutive terms of three years on the Executive Committee. At the end for the first term, they may stand and be re-elected (or can be nominated for a second term).
 - 3.2.3. Nominated members are nominated for a term of three years at the Annual General Meeting. They should ideally serve no more than two consecutive terms of three years on the Executive Committee. At the end for the first term, they may be re-nominated (or can stand for election to a second term).
 - 3.2.4. Co-opted members are co-opted annually by the County Executive serving a term until the next Annual General Meeting. If they are then subsequently nominated or elected their period of being co-opted is not counted as part of their term and they serve for a further three full years.
 - 3.2.5. After two full terms as either elected or nominated members of the Executive Committee should, ideally, have at least a full year gap prior to re-standing for election or nomination.

- 3.2.6. The Executive Committee should have, as full voting members, at least two young people between the age of 18 and 25 years old. (5.16 c)
- 3.2.7. When considering the election and appointment of members the Executive Committee shall use its best endeavours to identify people with the range of skills and experience required for the proper governance of The Councils affairs.
- 3.2.8. Nominated and co-opted members need not already be members of The Council.
- 3.3. The Regional Commissioner shall have the right of attendance at meetings of the Executive Committee.
- 3.4. For the avoidance of doubt, the Executive Committee may by resolution invite anyone to attend in a non-voting capacity.
- 3.5. The County Chair is nominated by the County Commissioner and is de facto Chair of the Executive Committee. In their absence, the meeting shall elect a chair from the members present.
- 3.6. Members of the Executive Committee act collectively as charity trustees of The 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 appointing a Chair to lead the sub-committee.
 - j. Ensure that Young People are meaningfully involved in decision making at all levels within the County.
 - k. Facilitate 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 Chair to lead it.
- 3.7. 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 Council at the Annual General Meeting; file a copy with National Headquarters and the Office of the UK Charity Commission within the statutory period.

- d. Maintain confidentiality with regard to appropriate Executive Committee business.
- e. Where staff are 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.

3.8. Additional Requirements for Charity Trustees:

- 3.8.1. Only persons aged 18 and over may be full voting members of the Executive Committee because of their status as Charity Trustees however the views of young people in the County must be taken into consideration.
- 3.8.2. Certain people are disqualified from being Charity Trustees by virtue of the Charities Acts.
- 3.8.3. Charity Trustees are responsible for ensuring compliance with all relevant legislation and completing their training for the Trustee role as set out in POR.

3.9. Trustee Powers

The members of the Executive Committee in their capacity as trustees of the County shall have the fullest powers to administer and manage The Council's affairs in furtherance of its charitable purposes providing that the assets are to be applied solely for the purposes, management, and administration of Scouting. In particular, but without limitation, the Executive Committee shall have power, subject to appropriate disclosure in the next Annual Report:

- a. to lend and to borrow,
- b. to invest widely,
- c. to raise funds by levying a subscription on members of The Council,
- d. to award grants, including grants to one or more of their number,
- e. to engage one or more of their number or their relations, either directly or through a connected company or firm, to provide on a commercial basis services which they are suitably qualified to provide,
- f. to grant honoraria, including honoraria to one or more of their number,
- g. to reimburse one or more of their number from The Council's funds for all or part of any expenses reasonably incurred in the course of their duties and
- h. to create binding Standing Instructions for any affairs of the The Council,

SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE (5.16 f iv)

- 4.1. The Executive Committee shall appoint an Appointments Advisory Sub-Committee "County AAC" and such other sub-committees as it decides. The County Chair and County Commissioner shall be ex officio members of all sub-committees. The Executive Committee shall appoint the chairs, secretaries, and other members of all such sub-committees (who need not be members of The Council), provided that the membership of any fund-raising or fund-holding sub-committee must include at least two members of the Executive Committee (in addition to ex officio members). No County Scouter should serve on a fundraising sub-committee.

- 4.2. The County AAC shall be responsible to the Executive Committee for carrying out the process of assessing the suitability of all adult applicants for appointments within the County team and for associated matters, including applications for change of appointment, the periodic review of existing appointments and the cancellation of appointments, all in accordance with POR.
- 4.3. The Executive Committee shall set the terms of reference of all sub-committees.

CONDUCT OF MEETINGS (5.16 h)

- 5.1. In meetings of The Council and the Executive Committee only the members specified may vote.
(5.16 h i)
- 5.2. The Council must make a resolution defining a quorum for meetings of The Council and the Executive Committee and its sub-Committees.
- 5.3. At meetings of The Council a quorum shall consist of such number of members present in person as The Council shall by resolution have determined. However, if a meeting of The Council is not quorate, it shall be rearranged for a date, time and place decided by the Executive Committee and the rearranged meeting shall proceed whether or not a quorum is present. At the Date of Adoption the quorum at meetings of The Council is 20 members.
- 5.4. At meetings of the Executive Committee a quorum shall consist of such number of members present in person as The Council shall by resolution have determined. However, if a meeting of the Executive Committee is not quorate no resolutions may be carried. At the Date of Adoption, the quorum at meetings of the Executive Committee is 8 voting members or 50% of its current membership, whichever number is greater.
- 5.5. Decisions at meetings of the Council, and the Executive Committee and its sub-committees shall be determined by a simple majority of the votes cast in person by those entitled to vote. The chair of the meeting shall not have a casting vote and, in the event of an equal number of votes being cast for and against a proposal, it shall be declared that the proposal has not been carried.
- 5.6. Electronic voting (such as email) is allowed for decision making of the County Executive and its sub-Committees when deemed appropriate by the Chair. In such instances at least 75% of committee members must approve the decision.
- 5.7. The Executive Committee and its sub-committees can meet by telephone conference, video conference as well as face to face in order to discharge their responsibilities when agreed by the appropriate chair.

ALTERATIONS TO CONSTITUTION

Alterations shall be made to this Constitution by resolution of the Executive Committee at a meeting of the Executive Committee at which at least two thirds of the votes cast in person by those entitled to vote are in favour of the proposed change or changes. Particulars of the proposed change or changes must accompany the notice calling the meeting. Any alterations to the Constitution shall be advised to The Council at the next AGM.

Appendix 1 - Business at the Annual General Meeting

1. To approve minutes of the previous Annual General Meeting and any subsequent Extraordinary General Meeting
2. To receive, to consider and, if thought fit, to adopt the Annual Report of the Executive Committee, including annual accounts and associated financial statements
3. If appropriate to elect or re-elect a County President and/or Vice Presidents
4. To receive and, if thought fit, to approve the County Commissioner's nomination of the County Chair [who shall not be a person holding a Leader, Manager or Supporter appointment in that County]
5. To elect a County Secretary and County Treasurer, [neither of whom shall be a person holding a Leader, Manager or Supporter appointment in the County]
6. To elect elected members of the Executive Committee
7. To receive and, if thought fit, to approve the County Commissioner's nominations of nominated members of the Executive Committee
8. To elect representatives to serve on the Regional Scout Council
9. To elect delegates and a nominated youth representative to serve on the Council of The Scout Association
10. To elect a suitably qualified auditor or independent examiner, as appropriate
11. To receive a report from the County Commissioner,
12. To agree the quorum for The Council, the Executive Committee, and its sub-Committees
13. To transact any other business which was specified in the agenda for the meeting either at the request of the Executive Committee or by requisition signed by five members of the Council and lodged with the County Secretary at least eight weeks prior to the meeting and
14. To advise particulars of any alterations to the constitution.