

# Regional variation of the model constitution from Scottish Variations of the Policy, Organisation and Rules The Scout Association (March 2024)



## THE WEST REGIONAL SCOUT COUNCIL (SC006564)

### PREAMBLE

The members of the said Regional Scout Council adopted the following Constitution at their meeting held on

The following Constitution was written within West Region in July 2024 and is based on the “Model Constitution” as issued by SHQ, suitably modified to reflect the circumstances operating within West Region but noting that all Scout Regions must adhere to the current version of Policy Organisation and Rules of The Scout Association, and the Scottish variations of POR published by Scouts Scotland.

The undernoted constitution is a supplement to the adopting of those documents and replicates provisions from POR and Scottish variations of POR for the purpose of clarity.

Within these documents the words Lead Volunteer are used for the former position of Commissioner, and Regional Administrative Support for the former role of Regional Secretary.

Throughout the constitution and Bye Laws appointments to any role are for three years, unless stated otherwise.

## CONSTITUTION OF THE WEST REGIONAL SCOUT COUNCIL (SC006564)

### 1. THE REGIONAL SCOUT COUNCIL

- 1.1 The West Regional Scout Council has a governance role for the charity and appoints the Regional Trustee Board. Its geographical boundaries are agreed between the Regional Scout Council and the Scottish Scout Council, and are the local authority areas of Renfrewshire, East Renfrewshire (part), Inverclyde, West Dunbartonshire, and Argyll & Bute.
- 1.2 The Trustee Board is responsible for the governance of the charity and is accountable to the Regional Scout Council.
- 1.3 The Regional Scout Council has **no Trustee responsibilities**.
- 1.4 Membership of the Regional Scout Council does not provide membership of the Scouts.

### 1.5 Charitable Objects

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

## 2. Regional Scout Council Membership

The ex-officio members of the Regional Scout Council are:

2.1 All adult members with a Regional role.

2.2 All adults with the following appointments in the Scout Districts in the Region:

- District Lead Volunteer
- District Trustee Board Chair
- District Trustee Board Treasurer
- District Youth Lead
- District Scout Active Support Managers

2.3 A representative of the Regional Explorer Scout Leadership Forum, selected from amongst the membership of the Forum.

2.4 A representative of the Scout Network, selected from amongst the membership of the District Scout Networks in the Region.

2.5 The Lead Volunteer of Scotland, and chair of the Scottish Scout Council.

2.6.1 The appointed members of the Regional Scout Council are other supporters of the Region appointed by the Regional Scout Council on the recommendation of the Regional Lead Volunteer and the Regional Trustee Board. The number of appointed members must not exceed the number of ex-officio members.

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

2.7 The Regional Scout Council **may** include representatives from Girlguiding, religious bodies, schools, local authorities or other youth organisations where it is desired to maintain co-operation. They are **not** required to be members of the Scouts.

2.8 Membership of the Regional Scout Council ends when the:

- member resigns.
- member no longer qualifies as a member of the Scout Council.
- dissolution of the Scout Council.
- termination of membership by Headquarters following a recommendation by the Regional Trustee Board.

- 2.9. The President (if one has been appointed and if they are present and wishes to take the chair) shall preside at meetings of the Regional Scout Council. Otherwise, the Regional Chair shall preside, or, in their absence, the meeting shall elect a chair from the members present.

### 3. Annual General Meeting

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

- 3.2 The Annual General Meeting must:

- 3.2.1 Undertake governance oversight:

- Adopt (or re-adopt) the constitution of the Scout Region.
- Note the dates of the Scout Region's financial year.
- Agree the number of members that may be appointed to the Regional Trustee Board.
- Agree the quorum for each of meetings of the Regional Scout Council.

- 3.2.2 Review the previous year:

- Receive and consider the Trustees' Annual Report, including the annual statement of accounts prepared by the Trustee Board.
- The accounts must have been examined by an appropriate auditor or independent examiner.
- The Trustees' Annual Report and Accounts presented to the Regional Scout Council **must** include the formal report prepared by the auditor or independent examiner.

- 3.2.3 Make appointments:

- Approve the appointment of the Chair of the Regional Trustee Board.
- Approve the appointment of the Treasurer of the Regional Trustee Board.
- Approve the appointment of members of the Regional Trustee Board.
- Approve the appointment of Regional Administrative Support.
- Approve the appointment of any Regional Presidents or Regional Vice Presidents.
- Appoint (or re-appoint) an auditor or independent examiner as required.
- Elect representatives of the Regional Scout Council to be nominated members of the Council of The Scout Association (see Policy, Organisation and Rules for quota).
- Elect representatives of the Regional Scout Council to be nominated youth members of the Council of The Scout Association (see Policy, Organisation and Rules for quota).

- 3.3 All adult members in the Region are ex-officio members of the Scottish Scout Council, so no nomination of such is required at the Annual General Meeting for **that** Council.

- 3.4 Following each Annual General Meeting, all appointed Trustees must be recorded on the membership system and the Trustees' Annual Report and Accounts must be filed as required.
- 3.5 The Regional Trustee Board will verify the draft Minutes of the Annual General Meeting at their first meeting following the Annual General Meeting. These Minutes cannot be formally approved until the Scout Region's next Annual General Meeting.
- 3.6 Governance roles must be distinct to help manage conflict of interest. The roles of Chair and Treasurer must **not** be combined in any way.
- 3.7 Apart from the AGM the Regional Scout Council will only be required to meet under the circumstances of an Extraordinary General Meeting. The notice of the AGM and any EGM shall be sent at least 14 days in advance to all those eligible to attend. This notice may be sent by written or electronic means.
- 3.8 An Extraordinary Meeting of the Regional Scout Council shall be called by the Regional Administrative Support person within sixty days at the request of the Regional Trustee Board, or either the Regional Chair or the Regional Lead Volunteer, or by requisition signed by ten members of the Regional Scout Council. At Extraordinary Meetings, the business shall be limited to the purpose for which the meeting was called.

### **The Regional Trustee Board**

- 4.1 The Regional Trustee Board is a team of volunteers who work together, as Trustees, to make sure the Scouts are run safely and legally. At the heart of their role is a focus on strategy, performance and assurance.
- 4.2 Members of the Regional Trustee Board must act collectively as Charity Trustees in the best interests of the charity and its members to:
  - Ensure the Region is well managed, carrying out its purposes for the public benefit, complying with the charity's governing document and the law and managing the charity's resources responsibly.
  - Comply with Policy Organisation and Rules of the Scout Association and Scottish variations from 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, and Youth Member Anti-Bullying Policy.
  - Ensure that young people are meaningfully involved in decision making at all levels within the Region.
  - Provide sufficient resources (funds, people, property and equipment) to meet the planned work of the Region including delivery of the high-quality programme and resource requirements of the training programme.

- Ensure that a positive image of Scouting exists in the local community.
- Develop and maintain a risk register, including putting in place appropriate mitigations.
- Ensure that the charity's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the charity.
- Maintain and manage a reserves policy for the Region (including a plan for use of reserves outside of the minimum), an investment policy for the Region and a public benefit statement for the Region.
- Ensure that people, property and equipment are appropriately insured, and that any property and equipment owned or used by the Region is properly protected and maintained.
- Promote and support the development of Scouting in the local area.
- Manage the Region's finances including the raising of funds and ensure that the assets are to be applied solely for the purposes, management and administration of Scouting.
- Appoint and manage the operation of any teams or sub committees, including appointing a Chair to lead the teams or sub-committees.
- Ensure that effective administration is in place to support the work of the Trustee Board.
- Appoint any Co-opted members of the Trustee Board.
- Prepare and approve the Trustees' Annual Report and Annual Accounts after their examination by an appropriate auditor or independent examiner and as appointed by the Scout Council at their Annual General Meeting.
- Present the Annual Report and Annual Accounts to the Regional Scout Council at the Annual General Meeting; file a copy with the Scouts Scotland Trustee Board; and if a registered charity, to the Office of the Scottish Charity Regulator.
- Take responsibility for adherence to Data Protection Legislation recognising that, depending on circumstances, it will at times act as a Data Controller and as a Data Processor.
- Maintain confidentiality about appropriate Trustee Board business.
- Apply a transparent selection process to recommend to the Regional Scout Council appropriate members of the Regional Trustee Board.
- Where staff is employed, act as a responsible employer in accordance with Scouting's values and relevant legislation, ensure effective line management responsibilities for employed staff are clearly established and communicated and ensure that appropriate specific personnel insurance is in place.
- Provide support to the Regional Lead Volunteer, when required, to assist the opening, change, merging or closing of Districts in the Region as necessary.
- Create a support network amongst Scout Districts, particularly in relation to finance and the trusteeship of property.
- Comply with legislation applicable to charities in Scotland.

**4.3** The Regional Trustee Board may create teams or sub-committees to manage the work it deems necessary ensuring that the purpose of each teams or sub-committees is governance-focused and has been agreed by the Regional Trustee Board, that it consists of members approved by the Regional Trustee Board, that the Chair of the Regional Trustee Board and the Regional Lead Volunteer are ex-officio members of each teams or sub-committees.

- 4.4** Members of teams or sub-committees are not Trustees unless they are members of the Regional Trustee Board.
- 4.5** The Regional Trustee Board may enact and from time to time alter such Bylaws as it may consider appropriate for the regulation of its procedures and the powers and procedures of its teams or sub-committees, provided that any changes in the Bylaws shall be reported to the next Annual General Meeting of the Regional Scout Council.
- 4.6** All ex officio, appointed and co-opted members of the Regional Trustee Board shall serve as charity trustees for the Regional Scout Council, and in that capacity, they shall have the fullest powers to administer and manage the Regional Scout 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. But without limitation, the Regional Trustee Board shall have power, subject to appropriate disclosure in the next Annual Report:
- to lend and to borrow.
  - to invest widely.
  - to raise funds by levying a subscription on members of the Association in the Region.
  - to award grants, including grants to one or more of their members.
  - to engage one or more of their members or their relations, either directly or through a connected company or firm, to provide on a commercial basis service which they are suitably qualified to provide to grant honoraria, including honoraria to one or more of their members.
  - to reimburse one or more of their members from the Regional Scout Council's funds for all or part of any expenses reasonably incurred in the course of their duties.
- 4.7** The Regional Trustee Board meetings should be held at least four times per year and distributed equally across the year.

#### **4.8 Membership of the Regional Trustee Board**

- Subject to conflict-of-interest rules, a Trustee may be a member of more than one Trustee Board.
- Ex officio, appointed and co-opted members of the Regional Trustee Board are charity Trustees. 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 and Trustee Investment (Scotland) Act 2005.
- All Trustees must complete training as specified in Policy, Organisation and Rules.

- At Region, all Trustee Boards and any teams or sub-committees should, wherever possible, have as full voting members at least two people aged between their 18<sup>th</sup> and 25<sup>th</sup> birthdays.
- The Regional Trustee Board consists of:

- i. The Regional Chair.
- ii. The Regional Treasurer.
- iii. Regional Lead Volunteer.

Where there are joint role holders, only one of them may be an ex officio member of the Regional Trustee Board. This should be decided in consultation with the Regional Lead Volunteers and the Regional Chair.

- iv. The Regional Youth Lead.
- v. A maximum of eight further appointed Trustees.
- vi. A Regional Trustee Board should consist between 5-12 Trustees.

**4.8.1** The Chief Volunteer of Scotland and the Scouts Scotland Chair each has the right of attendance at meetings of the Regional Trustee Board.

**4.8.2** Each Regional Trustee Board requires effective administration. The administration can be provided by one or more persons as appropriate to the Region.

**4.8.3** The Region's nominated members of the Council of The Scout Association must be invited to attend meetings of the Regional Trustee Board.

**4.8.4** If a Regional Trustee Board Chair or Treasurer resigns, filling the vacancy as soon as possible should be prioritised. All actions must be taken by a majority vote of the Trustees, with vacancies of the role of Chair also being discussed with the Regional Lead Volunteer. These appointments are short term until the next annual general meeting. The Trustees must either:

- Appoint a current Trustee to the role, or
- Co-opt a Trustee to take the role, subject to the provisions in the charity's constitution for co-opting Trustees

There is no role of acting Chair or acting Treasurer. In extreme circumstances, the Regional Lead Volunteer may act as Chair for a short period of time.

## **4.9. Conduct of Regional Trustee Board Meetings**

**4.9.1** Only members as defined may vote in meetings of Regional Scout Council and Regional Trustee Board. At its Annual General Meeting, the Regional Scout Council must make a resolution defining a quorum for meetings of the Regional Scout Council. The quorum of the Regional Scout Council is defined in byelaw no 2. The quorum for a Regional Trustee Board is one third plus one.

- 4.9.2** 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 deemed not to have been carried.
- 4.9.3** Minutes, approved by the Chair should be circulated to all members of Regional Trustee Board as soon as possible and in case of the Regional Scout Council in advance of the next meeting. All minutes to be retained and safely kept.
- 4.9.4** Electronic voting (such as email) is allowed for decision making of the Regional Trustee Board when deemed appropriate by the Chair. In such instances at least 75% of its committee members must approve the decision.
- 4.9.5** The Regional Trustee Board can meet by telephone conference, video conference as well as face to face to discharge their responsibilities, when agreed by the appropriate Chair.

## **5. ALTERATIONS TO CONSTITUTION**

No alterations shall be made to this Constitution except by resolution of the Regional Scout Council at a meeting of the Regional Scout Council at which at least two thirds of the votes cast in person by those entitled to vote are in favour of the change or changes. Particulars of the proposed change or changes must accompany the notice calling the meeting.

### BY LAWS of THE WEST REGIONAL SCOUT COUNCIL (SC006564): -

To be effective from 24 September 2024

- No. 1. Introduction: All words and phrases in this document shall have the meaning and interpretations placed on them as in the latest edition of Policy Organization and Rules of the Scout Association and any amendments thereto. There may well be occasions where the language employed may imply male gender. Any such implication is in all instances to be taken to subsume both male and female.
- No. 2. At meetings of the West Regional Scout Council, a quorum shall consist of twelve members present in person, except that, if a meeting is not quorate, it shall be rearranged for a date, time and place decided by the Regional Trustee Board. If at such an adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.
- No. 3. Up to eight Members of the West Regional Scout Council to be elected to the Regional Trustee Board shall be elected as follows:
- 3.1 Elected members shall serve for a period of three years, taking office immediately after the AGM at which their election is announced, and hold office until three years hence AGM.



- 3.2 Any adult holding an appointment in the Region aged 18 or over, with their consent, may be nominated for election to the Regional Trustee Board by resolution of a District Scout Trustee Board.
  - 3.2 Nomination forms for election shall be available at least sixty days prior to the date fixed for the Annual General Meeting and they shall be returned to the Regional Administrative Assistant of the Council at least forty-five days prior to the date fixed for the Annual General Meeting.
  - 3.3 Incomplete / invalid nomination forms and all nomination forms received after the closing date referred to above shall be rejected. Where possible, incomplete / invalid nomination forms will be returned for amendment, if they can be resubmitted before the closing date.
  - 3.4 The Regional Scout Council having five Districts within its jurisdiction wants to have the broadest representation on the Regional Trustee Board and to that end seeks one nomination from each of the five Districts within the Region. Nominations shall be sent to members of the West Regional Scout Council at least forty-five days prior to the date fixed for the Annual General Meeting.
  - 3.5 The Regional Scout Council also desires to have representation of the Regional Lead Safety Advisor, as well as the chair of the Lapwing Lodge Management Board, on the Regional Trustee Board.
  - 3.6 The Regional Scout Council will leave one space on the Regional Trustee Board out of the 12 allowed to be filled by secondment, giving the Council flexibility on talent to be drawn upon. If the places allocated to Districts or roles under clauses 3.5 & 3.6 above are not taken up, the Trustees may fill these vacancies from other sources by means of secondment.
- No. 4. The Regional Trustee Board shall hold its meetings at such times and places, as it shall from time to time appoint, but noting clause 4.7 in the constitution.
  - No. 5. The Chair may, and the Region Administrator on his instructions shall, convene a meeting of the Regional Trustee Board at any time with not less than seven days' notice of all meetings specifying the place, day and hour of the meeting and stating the general nature of the business to be transacted shall be given to each member of the Regional Trustee Board. The accidental omission to give notice of a meeting to or the non-receipt of notice by any member shall not invalidate the proceedings at the meeting.
  - No. 6. No business shall be transacted at any meeting other than the business of which notice has been given, unless in exceptional circumstances the Chair with the consent of the meeting decides otherwise.

- No. 7. The Chair of the meeting shall be the sole judge of points of order and the Chair's decisions thereon shall be final.
- No. 8. Notices of motion for consideration at any meeting of the Regional Trustee Board may be submitted by any member of the Regional Trustee Board or West Regional Scout Council member. Such notices shall be in writing and shall be sent to the Region Administrator at least fourteen days before the meeting at which they are due to be considered.
- No. 9. The quorum at meetings of the Regional Trustee Board shall be one third plus one member (in line with clause 4.9.1 of the Constitution). The Regional Trustee Board shall set the quorum for meetings of any Regional team or sub-committees.
- No. 10. A meeting of the Regional Trustee Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers or discretion's by or under these Bylaws vested in or exercisable by the Regional Trustee Board generally.
- No. 11. Questions arising at any meeting shall be decided by a majority of votes and in a case of an equality of votes the Chair shall **not** have a second or casting vote, but the motion shall be deemed not to have been carried.
- No. 12. In the absence of the Chair from any meeting of the Regional Trustee Board, it shall elect a chair for such a meeting. The chair will have a deliberative vote. In the event of a tied vote the chair will **not** have a casting vote and the proposal in question will fall.
- No. 13. If within half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such an adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.
- No. 14. The Regional Trustee Board shall operate a number of Teams or subcommittees as empowered by clause 4.2 of the constitution, comprising such persons as the Regional Trustee Board may determine from time to time and to appoint Chair to such Teams. Every such Teams shall in the exercise of its powers so delegated conform to any regulations that may from time to time be imposed by the Regional Trustee Board:

These Teams or subcommittees shall be: -

Leadership Team	quorum 5
Finance and General Purposes	quorum 3
Volunteering Development Team	quorum 5
Programme Team	quorum 5

Support Team quorum 5

Lapwing Lodge Management Board quorum 5

No. 15. The meetings and proceedings of any such Teams or subcommittees shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Regional Trustee Board so far as the same are applicable thereto and are not superseded by any regulations made by the Regional Trustee Board under the last preceding clause.

No. 16. All acts done by any meeting of the Regional Trustee Board or by any Teams or subcommittees notwithstanding that it shall afterwards be discovered that there were some defect in the appointment of all or any of the members of the Regional Trustee Board or of such Teams is as valid as if every member had been duly appointed.

No. 17. (1) Without prejudice to the powers of the Regional Trustee Board, the Finance and General Purposes Sub-committee is empowered to make urgent decisions on behalf of the Regional Trustee Board when these cannot be delayed until the next meeting of the Regional Trustee Board and do not warrant the calling of a special meeting of the Regional Trustee Board. Any such decision shall be reported in full to the next meeting of the Regional Trustee Board. The powers conferred under this Bylaw do not extend to any matter which involves the change of current policy or where there is doubt about change of current policy. Any such matter, however urgent, must be referred to the Regional Trustee Board.

(2) The Sub-committee is appointed annually by the Regional Trustee Board and shall consist of: -

The Regional Lead Volunteer

The Regional Chair

The Regional Treasurer

The Regional Administrator

Two other members of the Regional Trustee Board

(3) The chair of this sub-committee will be appointed annually by the Regional Trustee Board and would normally be the Regional Chair.

(4) The function of this sub-committee will be to be responsible to the Regional Trustee Board for the carrying out its instructions and subject thereto:

- Administering the finances of the West Regional Scout Council.

- Working with the Regional Treasurer to ensure close working with the District Scout Councils on financial matters.
- Arranging for the examination of annual accounts of District Scout Councils.
- Consider any proposals for capital intensive developments from any sub-committee of the Regional Trustee Board, District or Group Scout Councils and to make recommendations to the Regional Trustee Board.
- To act on behalf of the Regional Trustee Board as set out in bylaw 14.

No. 18. (1) The Volunteering Development Team is appointed by the Regional Trustee Board and shall consist of: -

The Regional Lead Volunteer.

The Assistant Lead Volunteer Development.

The Assistant Lead Volunteer Communications.

The Assistant Lead Volunteer Training.

Up to four other members of the Regional Trustee Board.

Co-option of up to three other individuals who may be able to assist in development work.

(2) The chair of this Team will be appointed by the Regional Trustee Board and would normally be the Lead Volunteer.

(3) The function of this Team will be to be responsible to the Regional Trustee Board for the carrying out its instructions and subject thereto:

- Plan the development of Scouting within the Region.
- Plan the implementation development and retention strategies for the Region.
- Plan the Region's support to Districts within the Region with their development plans.
- Review the progress, standards and effectiveness of training of members within the Region.
- Keep the Regional Trustee Board informed of any financial requirements of the development programme.
- Keep the Regional Trustee Board informed of development, implementation and retention strategies for the Region.
- Keep the Regional Trustee Board informed of building and maintaining of relationships with external bodies.

No. 19. (1) The Lapwing Lodge Management Board (LLMB) Team Chair is appointed for a three-year term by the Regional Council from one of its members.

The LLMB shall consist of: -

A Chair (who would **not** normally be the holder of a Leaders Warrant)

Up to two other members of the Regional Trustee Board.

The Warden of Lapwing Lodge.

The Regional Treasurer (or a depute with financial knowledge).

Co-option of up to three other individuals who may be able to assist in the work of running the centre.

**The two Regional Trustee Board members, and the co-opted members, will be appointed by the LLMB chair, as appropriate.**

(2) The chair is required to have a report made of meetings of the LLMB and for this to be presented to regularly to the Regional Trustee Board. The chair is also responsible for ensuring the appropriate secretarial duties are undertaken.

(3) The function of this Team will be to be responsible to the Regional Trustee Board for the economic running of the centre: -

- Oversee the day to day running of the centre, in conjunction with the warden.
- Oversee all aspects of Health & Safety Legislation that is appropriate to Lapwing Lodge, and its implementation in conjunction with the warden.
- Consider development opportunities for Lapwing Lodge, and for proposing these to the Regional Trustee Board.
- Circulate the regular reports of the LLMB to the Regional Lead Volunteer and Regional Chair.
- Report to the Regional Trustee Board on a regular basis on the relevant aspects of Lapwing Lodge.

No. 20. The appointment of the Honorary President and Vice Presidents shall be for three years.

No. 21. Visitors may attend and contribute to meetings of the West Regional Scout Council, Regional Trustee Board or any of its Teams, at the invitation of the Regional Lead Volunteer, Regional Chair or the chair of any Team. Any such visitor will have **no** right to vote at the meeting.

No. 22. The West Regional Scout Council shall be entitled to authorise the Regional Trustee Board to make rules or Bylaw