Constitution

South East Scotland Regional Scout Council

January 2025

South East Scotland Regional Scout Council

The South East Scotland Regional Scout Council

The Regional Scout Council has a governance role for the charity and, in particular, appoints the Regional Trustee Board. Its geographical boundaries agreed between the Regional Scout Council and the Scottish Scout Council. The Trustee Board is responsible for the governance of the charity and is accountable to the Scout Council.

The Regional Scout Council has no Trustee responsibilities.

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

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.

Regional Scout Council Membership

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

All adult members with a Regional role
All adults with the following appointments in the Scout Districts in the Region

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

A representative of the Regional Explorer Scout Leadership Forum, selected from amongst the membership of the Forum
A representative of the Scout Network, selected from amongst the membership of the District Scout Networks in the Region
The Chief Volunteer of Scotland

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 Commissioner (Regional Lead Volunteer) and the Regional Trustee Board. The number of appointed members must not exceed the number of ex-officio members.

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

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.
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

Annual General Meeting

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

The Annual General Meeting must:

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

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 Scout Council must include the formal report prepared by the auditor or independent examiner

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 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)

All adult members in the Region are ex-officio members of the Scottish Scout Council so no

nomination of such is required at the Regional Annual General Meeting.

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.

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

Governance roles must be distinct to help manage conflict of interest. The roles of Chair and Treasurer must not be combined in any way.

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.

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.

The Regional Trustee Board

The Regional Trustee Board is a team of volunteers who work together, as 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 Regional Trustee Board must act collectively as Charity Trustees (if the Scout Region is a registered charity) or with the same duties and responsibilities as Charity Trustees (if they are not registered) and 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, 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 sub committees, including appointing a Chair to lead the 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 with regard to 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 are 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 Commissioner (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

The Regional Trustee Board may create sub-committees to manage the work it deems

necessary ensuring that the purpose of each sub-committee 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 Commissioner (Regional Lead Volunteer) are ex-officio members of each sub-committee.

Members of sub-committees are not Trustees unless they are members of the Regional Trustee Board

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 sub-committees, provided that any changes in the Bylaws shall be reported to the next Annual General Meeting of the Regional Scout Council.

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. In particular, 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 services 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.

The Regional Trustee Board meetings should be held at least four times per year and distributed equally across the year.

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 (if the Scout Region is a registered charity) or have the same duties and responsibilities as Charity Trustees if they are not. 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 sub-committees should, wherever possible, have as full voting members at least two people aged between their 18th and 25th birthdays.

The Regional Trustee Board consists of:

- The Regional Chair
- The Regional Treasurer
- The Regional Commissioner (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
- The Regional Youth Commissioner (Regional Youth Lead)
- A maximum of eight further appointed Trustees. A Regional Trustee Board should consist between 5-12 Trustees

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

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

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

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 Commissioner (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 Commissioner (Regional Lead Volunteer) may act as Chair for a short period of time.

Conduct of Regional Trustee Board Meetings

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 for a Regional Trustee Board is one third plus one.

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.

Minutes, approved by the Chair should be circulated to all members (Regional Trustee Board meetings) 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.

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.

The Regional Trustee Board 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.