

Constitution of Crosby & District Scout Council

(Based on The Scouts Model Constitution for a District)

Introduction

This introduction is not part of the constitution but includes important points of context.

- a. The constitution of Crosby & District Scout Council must always be used in the context of Chapter 5b of Scouts Policy Organisation and POR (POR), these rules must not be amended.
- b. In accordance with POR 5b.3.1.5 any amendments or differences to the constitution below must be agreed at the AGM and fully recorded in the minutes.
- c. In the interest of openness, especially for new members of Crosby & District Scout Council, Crosby & District Scout Council must re-adopt its constitution at each Annual General Meeting (AGM).

1. Preamble

1.1 This constitution describes the role, membership and operation of Crosby & District Scout Council, and the Crosby & District Scouts Trustee Board.

2. Charitable objects

2.1 [Rule 1.1 of POR] Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

3. The District Scout Council

3.1 The Crosby & District Scout Council has a governance role for the charity and makes Crosby & District Scouts Trustee Board appointments other than ex officio and co-opted Trustee appointments.

3.2 The Crosby & District Scout Council has no Trustee responsibilities.

3.3 The members of the Crosby & District Scout Council are:

- a. The ex officio members of the Crosby & District Scout Council are detailed in POR 5b.3.2.5. These are:

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- all adult members with a District role are detailed in POR Chapter 16 Teams Table
- all Group Lead Volunteer members of each Group Leadership Team from the District
- all Group Leadership Team Members of each Group in the District
- all Group Section Team Members of each Group in the District
- all Group Trustee Board Chairs from the District
- all Group Trustee Board Treasurers from the District
- all Explorers (including Young Leaders) in the District
- all members of the Scout Network in the District
- all parents of all Explorers (including Young Leaders) in the District
- the County Lead Volunteer
- the County Chair

b. The Crosby & District Scout Council may appoint some members as detailed in POR 5b.3.2.8, which states:

- Appointed members of the Crosby & District Scout Council are other supporters of the Group, District or County.
- They are appointed by the Crosby & District Scout Council at their AGM on the recommendation of the Crosby & District Scouts Trustee Board for a fixed period not exceeding three years. Subsequent reappointments are permitted.
- A Scout Council does not need to have any appointed members.

c. The Crosby & District Scout Council may appoint some community members. See POR 5b.3.2.9:

- The community members of the Crosby & District Scout Council are representatives of the local community appointed because of their role rather than by their name. For example, local headteachers, or Parish Council members.
- They are appointed by the Crosby & District Scout Council at their AGM, on the recommendation of the Crosby & District Scout Trustee Board, for a period of one year. Subsequent reappointments are permitted.
- A Scout Council does not need to have any community members.

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d. The maximum number of appointed and community members of a Crosby & District Scout Council must not exceed the total number of ex officio members as detailed in POR 5b.3.2.10.

3.4 Crosby & District Scouts Trustee Board administration must ensure that appointed Crosby & District Scout Council members are recorded locally in the minutes of the Crosby & District Scout Council meeting which appoints them (normally the AGM). Crosby & District Scout Council members (whether ex officio or appointed or community) must not be recorded as such on the membership system.

4. The District Trustee Board

4.1 The Crosby & District Scouts Trustee Board is responsible for the governance of the charity. Although the Crosby & District Scouts Trustee Board is responsible for the charity, it is accountable to the Crosby & District Scout Council.

4.2 The Crosby & District Scouts Trustee Board membership consists of:

a. Ex officio roles defined in POR 5b.3.3.5(a):

- These people are Trustees by virtue of their role in Scouts. They are a vital part of the Trustee Board, providing a clear link with the leadership and operation of the charity. These roles are:
 - The District Lead Volunteer
 - The District Youth Lead
 - There is only one ex officio Trustee role for each of the above roles, so where there are joint role holders for a role, the role holders must decide, in discussion with the District Chair, which of them should be the ex-officio Trustee. However, each role holder of any of the above roles must be eligible to be a Trustee (as specified in 16.1.3.1(g) and 16.2.2.1(e) of POR Chapter 16).

b. Appointed District Trustees (including the Chair and Treasurer). These persons are appointed by the Crosby & District Scout Council as described in POR 5b.3.3.5(b). The selection process for appointed District Trustees must follow POR 5b.3.3.5(b) and 5b.3.3.6.

d. Co-opted Trustees. These are persons co-opted by the Crosby & District Scouts Trustee Board, see POR 5b.3.3.5(c). Their term of appointment is a maximum of 12 months (though re-appointment is permitted). The number of

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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 POR 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 POR 5b.3.3.5(c) and 5b.3.3.6.

5. District Scout Council – Annual General Meeting

5.1 To support the planning and delivery of District AGM there is a downloadable 'script' (including agenda and script templates and a suggested planning timetable).

5.2 Crosby & District Scout Council must hold an AGM within six months of the end of the Crosby & District Scouts' financial year.

5.3 The AGM must:

a. Undertake governance oversight and:

- approve the minutes of the previous Crosby & District Scout Council AGM
- adopt the constitution of Crosby & District Scout Council
- approve appointed and community members of the Crosby & District Scout Council
- agree the maximum number of members of the Crosby & District Scouts Trustee Board
- agree the quorum for future meetings of the Crosby & 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 Crosby & District Scouts Trustee Board, following recommendation from the selection process initiated by the Crosby & District Scouts Trustee Board
- appoint a Treasurer of the Crosby & District Scouts Trustee Board, following recommendation from the selection process initiated by the Crosby & District Scouts Trustee Board

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- appoint other members of the Crosby & District Scouts Trustee Board, following recommendation from the selection process initiated by the Crosby & District Scouts 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 5a.1.7)

6. District Trustee Board – Purpose

6.1 The Crosby & District Scouts 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.

6.2 Members of Crosby & District Scouts Trustee Board must act collectively as charity trustees of the District, and in the best interests of the District's members.

6.3 The Crosby & District Scouts Trustee Board must act in the charity's best interests, acting with reasonable care and skill and take steps to be confident that:

The charity is:

- well managed
- carrying out its purposes for the public benefit
- complying with the charity's governing document and the law
- managing the charity's resources responsibly
- operating in compliance with POR and the local charity regulator, including effective management of each of the Key Policies listed in POR Chapter 2.
- ensuring young people are meaningfully involved in decision making at all levels
- 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 POR 4.3.7)

6.4 The Crosby & District Scouts Trustee Board members must collectively fulfil the following responsibilities:

Risk and Financial Management

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- 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. maintain and manage 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
- d. maintain and manage an investment policy for the charity
- e. 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

Governance and Compliance

- f. maintain and manage a public benefit statement for the charity
- g. 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
- h. ensure the appointment and management and operation of any sub-teams, 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 Chapter 16)
- i. ensure that effective administration is in place to support the work of the Crosby & District Scouts Trustee Board
- j. appoint any co-opted members of the Crosby & District Scouts Trustee Board

Transparency and Reporting

- k. ensure transparency of operation
- l. prepare and approve the Annual Accounts and arrange their examination by an auditor, independent examiner or scrutineer as appropriate and as appointed by the Crosby & District Scout Council at their AGM
- m. prepare and approve the Crosby & District Scouts Trustees' Annual Report which must include the Annual Accounts and include the report from the auditor, independent examiner or scrutineer

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- n. present the approved Crosby & District Scouts Trustees' Annual Report and Annual Accounts to the Crosby & District Scout Council for their consideration at the AGM
- o. following the AGM, ensure that a copy of the Crosby & District Scouts District Trustees' Annual Report and Accounts is filed as described in 5e.2.1.2

Data Protection and Confidentiality

- p. 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
- q. individually and collectively maintain confidentiality regarding appropriate Crosby & District Scouts Trustee Board business

Board Membership and Selection

- r. put in place annually an open and transparent selection process to recommend to the Crosby & District Scout Council appropriate persons to be appointed members of the Crosby & 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)

Employment (Where Applicable)

- s. Where staff are employed act as a responsible employer in accordance with Scouts' values and relevant legislation
- t. ensure that effective line management is in place for each employed staff member and that these are clearly established and communicated
- u. ensure that appropriate specific personnel insurance is in place

6.5 A District Trustee Board may create sub-teams it deems necessary to support its governance function. The District Trustee Board must ensure that for any sub-team it appoints:

- its purpose is governance focused and not operational
- its members are agreed and approved by the District Trustee Board
- the District Chair has right of attendance
- the District Lead Volunteer has right of attendance

6.6 Sub-team members are not District Trustees unless they are already members of the District Trustee Board.

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6.7 All sub-team members must be recorded on the membership system.

6.8 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.

7. District Scout Council – Conduct of meetings

7.1 The Crosby & District Scout Council meets at their AGM (see POR 5c.2.5).

7.2 It would be unusual for there to be additional meetings of the Crosby & District Scout Council. This is because the primary task of the Crosby & District Scout Council is to appoint the Crosby & District Scouts Trustee Board. If members resign from the Crosby & District Scouts Trustee Board, POR 16.9.2.2 must be followed, thus rendering an additional Crosby & District Scout Council meeting unnecessary.

7.3 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.

7.4 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.

7.5 Only District Scout Council members, as defined in POR 5c.2.4.2, may vote in District Scout Council meetings.

7.6 The quorum for a Crosby & District Scout Council meeting is agreed by the Crosby & District Scout Council at their AGM (see 5c.2.5.3(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.

7.7 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.

7.8 To discharge their responsibilities, the Crosby & District Scout Council may meet by video conference as well as (or instead of) face to face when agreed by the District Chair. The Crosby & 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.

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7.9 All meetings of the Crosby & District Scout Council, whether face-to-face or otherwise, must be properly recorded and minuted.

8. District Trustee Board – Conduct of meetings

8.1 Meetings of the Crosby & District Scouts Trustee Board should be convened on at least two weeks' notice. Meetings may be convened on shorter or no notice with the agreement of at least half of the members of the Crosby & District Scouts Trustee Board.

8.2 Crosby & District Scouts Trustee Board meetings are chaired by the District Chair. If the District Chair is unable to be present at a meeting, the Crosby & District Scouts Trustee Board may choose a member to act as chair for the duration of the meeting subject to such appointment being approved at the start of the meeting by a majority of the members present at the meeting.

8.3 Only members of the Crosby & District Scouts Trustee Board as defined in 5b.3.3 may vote in its meetings.

8.4 The quorum for a meeting of a Crosby & District Scouts 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.

8.5 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).

8.6 If there is no quorum present at a meeting of the Crosby & District Scouts Trustee Board, or a sub-team, the meeting must be closed and reconvened at the earliest opportunity.

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

8.8 To fulfil their responsibilities, the Crosby & District Scouts 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.

8.9 Where urgent matters arise between scheduled meetings of the Crosby & District Scouts Trustee Board and if it is not feasible to convene a meeting, electronic voting

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(such as email) may be used for decision making provided the District Chair deems it appropriate. For such decisions, a minimum of 75% approval from the Trustees is required [the 'rounding' guidance from POR 5c.2.8.4 also applies in this case]. The results of the vote must be reported to, and recorded in, the minutes of, the next District Trustee Board meeting.