**Introduction**

Girlguiding Scotland has prepared a model constitution which can be adapted by any county to help provide uniformity across Scotland. The format has been reviewed and accepted by the Office of the Scottish Charity Regulator (OSCR). For clarification the applicable governing document for each level of Girlguiding Scotland should be:

|  |  |
| --- | --- |
| Counties: | This model constitution applies |
| Divisions / Districts: | [Royal Charter](https://www.girlguiding.org.uk/globalassets/docs-and-resources/quality-and-compliance/royal-charter.pdf) applies |
| Units: | [Royal Charter](https://www.girlguiding.org.uk/globalassets/docs-and-resources/quality-and-compliance/royal-charter.pdf) applies |

**Process**

When considering making changes to the county constitution it is vitally important that counties follow the rules in their current constitution with regard to adopting a new one. Ensure that you have checked any additional requirements set out in your current constitution before you start the process.

1. Once a new constitution has been drafted (based on the model) this should be sent to the governance team at Girlguiding Scotland. It will be checked over and support will be offered with any amendments needed.
2. Once this is complete the constitution will be submitted to the Girlguiding Scotland trustee board for their approval.
3. Once approved the adoption of the new constitution must be voted on by the county executive and the decision minuted. The date of adoption of the new constitution should be completed in Clause 12 (of the constitution document). Finally, a copy of the new constitution needs to be submitted to OSCR along with evidence of its approval and adoption (from minutes) and the change must be notified to OSCR within 3 months. This is done via the [‘Notification of Changes’](https://www.oscr.org.uk/guidance-and-forms/forms-and-templates/notification-of-changes-made) process. The governance team will help with this.

**Drafting a new county constitution**

Many of the clauses will be standard and apply to all counties whereas other clauses will need to be adapted to fit the structure of your county.

The constitution should be in the legal name of the county. This is the name that the county is registered under on OSCR. If the county is known by another name this can be added to the constitution to make this clear.

The model constitution refers to divisions/districts. You should amend this to what is appropriate for your county.

Clauses marked with \* should either be deleted if not appropriate or the inappropriate word deleted.

Where this is shown: [ ] add in your county’s name.

Clause 1 should not be amended, other than to clarify districts/divisions (as above), and to add in the name of the county. Clause 1 includes a definition for charitable purposes. County trustees should ensure that funds are only used for the charitable purposes outlined in clause 2.

Clauses 2 & 3 should also not be amended. These are the aims and membership requirements for Girlguiding.

Clause 4 provides wide powers designed to cover all situations. It is better to include them all even if you don’t think there is any immediate prospect of your county using certain powers in practice. Including reference to a particular power does not mean your county has to use that power – but it may be needed at a future date, e.g. you may not own any property now, but someone may gift a property to you in the future.

Where counties have investments in terms of Clause 4(f), these need to be appropriate to the county’s investment policy. It would be an opportunity when adopting a new constitution to check that the county investment policy is up to date.

Donations under clause 4(o) should only be for a charitable purpose in pursuit of the aims in clause 2. Establishing and support for a charitable body relates only to those on the Scottish Charity Register. This clause does not directly refer to fundraising activities undertaken by members as part of their contribution to the wider community, except to the extent that county funds should not be used as ‘top up’ funding.

Clause 5 will need to be adapted to suit the particular structure of your county executive committee.

5.2 – add the additional commissioners/advisers/members on your county executive committee (who are the trustees of the charity).

5.4 – add the minimum number of executive meetings you have per year and the number of members required for a quorum. The quorum should be set at a level which means that a reasonably representative sample of the executive committee would have to be present at the meeting so that decisions are not being made by a very small number of people, but this has to be balanced against the executive committee not being able to make any decisions because of difficulties of getting a quorum. A suggested minimum number of meetings would be 4 and a recommended quorum would be two thirds of the membership of the executive committee.

5.5 – The annual accounts must be externally reviewed either by an independent examiner or an auditor.

* If the annual income of the county is below £250,000 and the accounts are prepared on a receipts and payments basis the independent examiner is someone who the trustees reasonably believe to have the ability and practical experience to carry out a competent examination of the accounts.
* If the annual income is below £500,000 and the accounts are prepared on an accruals basis, the independent examiner must be a member of a listed professional body.
* If the annual income is £500,000 or more, or the gross assets exceed £3.26m, or the trustees choose to do so, the accounts must be audited by a registered auditor.

For further guidance refer to the OSCR publication [‘A guide to charity accounts’](https://www.oscr.org.uk/guidance-and-forms/a-guide-to-charity-accounts/).

Clause 6 – add details of the roles held by additional members of your county’s executive committee.

Clause 7 – If the county does not have a president, you may wish to still include this clause, to allow one to be appointed in future.

Clause 8 – This clause is unlikely to need much amendment, other than to clarify the district / division structure of the county.

Clause 9 - The title to any property should be held in name of trustees for the county. Girlguiding policies and procedures state that any land or buildings owned or leased to any unit, district, division, or county should be held in the names of the following appointment holders as ex officio property trustees:

* the County Commissioner
* the County Treasurer
* a Division Commissioner, an appropriate District Commissioner, or the Chair of a Friends of Guiding group.

Clause 10 - As and when you develop or amend your own constitution using this format as a basis, please note that you must notify OSCR of the final document, once you have the constitution signed by your Trustees. Also remember to comply with the procedure for changing the constitution which will be laid out in the existing constitution.

Clause 12 – the date of adoption of the constitution should be added and the document signed by the county commissioner and the county treasurer.