***Model constitution***

***For use by Girlguiding counties in Scotland with effect from 1 October 2022***

***Please read accompanying notes***

**Constitution**

**Of**

**GIRLGUIDING [ ]**

**Known as [ ]\***

**Charity number [SC0]**

**CONTENTS**

|  |  |  |
| --- | --- | --- |
| Interpretation  |   | Clause 1  |
| General  | Aim, Membership, Powers  | Clauses 2-4  |
| The Executive Committee  | Remit, Membership, Terms of office, Meetings, Annual Reports and Accounts, Sub-committees, Consultation, Office Bearers  | Clauses 5 - 6  |
| The County President\*  | Appointment of County President  | Clause 7  |
| Divisions /Districts | Arrangements for Divisions/Districts | Clause 8 |
| Property  | Provisions for ownership of all property  | Clause 9  |
| Miscellaneous  | Constitutional Amendments and Dissolution  | Clauses 10 - 12 |

# 1. INTERPRETATION

The following expressions shall, unless the context requires otherwise, have the following meanings:

|  |  |
| --- | --- |
| The Association  | The Guide Association, incorporated by Royal Charter dated 14th December 1922 (as subsequently amended by supplemental Charters dated respectively 26th October 1949, 27th April 1960 and 4th September 1981 and by Orders in Council dated 20th July and 16th December 1993, 10 July 2013 and 30 March 2015). |
| The Guide Association Scotland  | That part of the Association, which exists in Scotland and with headquarters in Scotland, with powers delegated by the Association. |
| Girlguiding [ ] also referred to as The County  | That part of the Guide Association Scotland which exists in that area of Scotland designated as the County of [ ] with powers delegated by the trustees of Girlguiding Scotland(as defined in the Constitution of The Guide Association Scotland).  |
| The Executive Committee | The Committee specified in Clause 5 hereof  |
| Guiding  | The essential elements of the Guide movement generally throughout the world, in accordance with the principles laid down by the founder, Lord Baden-Powell of Gilwell.  |
| Girlguiding Policies and Procedures  | Current Policies and Procedures, guidance, and information, as updated from time to time by the Association. |
| Programme  | The current programme of Guiding operating as outlined by the Association.  |
| Promise  | The Promise made by members of the Association. |
| The County Commissioner  | The County Commissioner for Girlguiding [ ] appointed as specified in clause 6 hereof  |
| Guiding Division/District  | An area in Girlguiding [ ] designated for Guiding purposes, administered under the supervision of a Division/District Commissioner. |
| Division/District Commissioner  | A Commissioner appointed by the County Commissioner, to be responsible for the organisation and development of Guiding in a Guide Division\*/District\* in the County.  |
| Property and rights  | All property, heritable and moveable, real and personal, wherever situated, belonging to Girlguiding [ ] over which Girlguiding [ ] has power of disposal or appointment.  |
| Charitable purpose  | A charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.  |
| Charitable body  | A body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.  |

**2. AIM**

The Aim of Girlguiding [ ] as a charity is to help girls and young women develop emotionally, mentally, physically and spiritually so that they can make a positive contribution to their community and the wider world according to the principles of the Association, and to facilitate Guiding for girls and young women.

**3. MEMBERSHIP OF GIRLGUIDING [ ]**

Youth membership of Girlguiding [       ] is voluntary and is open to any girl or young woman aged between four and 18, or otherwise set by the Association.

Adult membership of Girlguiding [       ]  is voluntary and is open to application from those aged 18 years and over provided they agree to abide by the Association’s policies and code of conduct.

**4. POWERS**

In pursuance of the Aim above Girlguiding [ ] shall have the following powers in addition to any powers conferred by the Association and in all other Statutory and Legal provisions: -

1. To plan and provide for Guiding opportunities for girls and women in the County.
2. To facilitate or implement any other activities which further the Aim.
3. To open bank accounts with any recognised bank and to authorise office bearers or others to operate such accounts from time to time as the County Executive Committee shall decide, but with at least dual authorisation being required.
4. To take such steps as may be deemed appropriate for the purposes of raising funds for the County’s activities.
5. To apply for and accept grants from any awarding body and to accept donations and legacies (and any reasonable conditions attached to them).
6. To invest from time to time any funds which are not immediately required for the County’s activities in such investments as may be considered appropriate in line with the County’s Investment Policy. To vary and dispose of any such investments, seeking professional advice as required.
7. To borrow money, and to give security in support of any such borrowings by the County.
8. To purchase, take on lease, hire, or otherwise acquire and hold, any property or rights which are suitable for the County’s activities.
9. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the County.
10. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the County.
11. To employ and remunerate such staff as are considered appropriate for the proper conduct of the activities of the County, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants as considered appropriate by the County Executive Committee.
12. To engage, when required, professional consultants and advisers and to remunerate them.
13. To effect insurance of all kinds (which may include appropriate trustee office bearer’s liability insurance).
14. To liaise with relevant voluntary and statutory bodies, all with a view to furthering the Aim.
15. To establish and/or support any other charitable body, and to make donations for any charitable purpose, all falling within the Aim.
16. To do anything which may be incidental to or may be required to further the Aim.

**5. THE EXECUTIVE COMMITTEE**

**5.1 Remit**

The Executive Committee shall be responsible for the governance and overall good management of the County. This shall include working with districts\* / divisions\* to ensure the views of members are considered in the debates at the executive committee.

**5.2 Executive Committee Membership**

The voting members of the County Executive Committee shall be deemed to be the Trustees of Girlguiding [ ] under the Charities and Trustees Investment (Scotland) Act 2005.

The Executive Committee shall be composed of at least six and not more than 12 individual voting members, comprising:

* The County Commissioner
* One Assistant County Commissioner (if appointed)
* The County Treasurer
* Such additional members, as may be appointed or elected the County Commissioner in consultation with members of the Executive Committee for a specific purpose or period.

The following persons may be invited to attend meetings of the Executive but shall have no vote:

* County President
* County Minute Secretary
* County Chair of Trefoil Guild
* Additional Assistant County Commissioner(s)

 **5.3 Terms of Office**

The terms of office of the voting members of the Executive Committee shall be as specified according to their county appointment. If the term of office is not specified, the County Commissioner may propose a term of office to be agreed by the Executive Committee.

 **5.4 Meetings**

The Executive Committee shall meet as often as required, but not less than 4 times a year. Meetings may take place in person, or online via video or audio conferencing, and individual members can participate in meetings remotely. All meetings will be chaired by the County Commissioner who may appoint a substitute to act in her absence.

All decisions taken at a quorate Executive meeting (in person or online via video/audio conferencing or via email) are competent.

Minutes shall be taken of all business transacted at Executive Committee meetings unless it is resolved by a majority of members present that any such business should not be minuted. All minutes shall be subject to approval at the next meeting of the Executive Committee.

**Quorum**

The quorum will be two-thirds of voting members rounded up to the nearest whole number, at least one of whom shall be the County Commissioner, Assistant County Commissioner or Treasurer. If the quorum is not met, any decisions taken shall not be binding until ratified at the following meeting, duly convened, and consulted, or ratified by email by quorum of the Executive.

**Voting**

Most decisions will be taken by consensus. Where a consensus cannot be achieved, decisions will be taken by a simple majority of members in attendance; other than in relation to proposed changes to the Constitution, changes to the terms of reference for sub-committees / teams including financial delegation and disposal of heritable property, where a two-thirds majority will be required.

The Chair will have a casting vote only in the case of a tied vote.

If two members job share a role only one shall be counted for the purpose of ascertaining a quorum and they shall have only one vote between them. If a member has more than one role they will only have one vote.

Trustees will accept collective responsibility for all executive decisions.

In addition to Executive Committee members, the County Commissioner may invite any person to attend any meeting or part of the meeting. Such invitees may speak, with the permission of the Chairperson, but shall not have a vote.

 **5.5 Annual Reports and Accounts**

At least once each year as required by law and within the specified timeframe, an Annual Report of the County shall be produced by the Executive Committee showing the activities of the County and Units within the County for the period, together with Statement of the Financial Affairs of the County.

Any change to the year-end date must be agreed by the Executive committee. The accountsshould be subject to external scrutiny in line with the relevant requirements of legislation.

Adult members of Girlguiding [ ] should be notified of how they can view the county annual report and accounts and how they can ask questions or raise concerns about these.

Provided that such Annual Report and Accounts are timeously produced and made available it shall not be necessary to convene an Annual General Meeting of the members of the County. The Executive Committee may decide in any year to hold an event convened by the County President\*/Commissioner\* or any substitute approved by her for all adult members of the County when such Annual Report and Accounts may be available to view.

 **5.6 Sub-committees/Teams**

The Executive Committee may delegate any of its powers to sub-committees or teams appointed for specific purposes (including ad hoc committees) to deliver aspects of their County plan, and composed of such persons (whether or not members of the Executive Committee) as may be nominated by the Executive Committee.

Each sub-committee/team so appointed shall comply with the terms of reference as decided by the Executive Committee. The County Commissioner and/or an Assistant County Commissioner shall be ex officio members of any such sub-committee/team.

The Lead Volunteer of each sub-committee/team may propose any additional members, in consultation with the County Commissioner and with the approval of the County Executive.

 **5.7 Consultation**

The Executive Committee shall have a duty to consult regularly and widely and have direct contact with a broad range of the members of the County and to take into consideration the views expressed by the Division/District\* Commissioners and the members of the sub-committees/teams set up from time to time by the Executive Committee before taking final decisions on any of the substantive matters.

The Executive Committee shall have at least [ ] meeting/s per year with the Division and / or District Commissioners, and [ ] per year with the wider County Team.

**6. OFFICE BEARERS**

 **6.1 THE COUNTY COMMISSIONER**

 The County Commissioner is appointed by the Scottish Chief Commissioner according to a process agreed in consultation with the Executive Committee.

 **6.2 THE COUNTY TREASURER**

The County Commissioner shall appoint a County Treasurer to serve an initial term of 3 years, not exceeding the retirement date of the County Commissioner, with potential to serve a second term of two years if mutually agreed. The County Treasurer may be re-appointed by the incoming County Commissioner subject to the approval of the Executive Committee. The Treasurer may continue beyond five years in exceptional circumstances.

The County Treasurer shall administer the County’s financial business and keep the accounts thereof under the general direction and supervision of the Executive Committee. The Treasurer shall also be responsible for the preparation and presentation to the Executive Committee of a Statement of Annual Accounts, drawn up as required by law for charities in Scotland, having been previously approved by an independent examiner/registered auditor as appropriate.

# 6.3 ASSISTANT COUNTY COMMISSIONER(S)

The County Commissioner shall appoint Assistant County Commissioner(s) for a term that does not exceed the retirement date of the County Commissioner. Where there is more than one Assistant only one shall serve as a trustee on the Executive Committee. In this case the County Commissioner will, in consultation with the executive, select which Assistant

County Commissioner will serve as a trustee following a suitable recruitment process, including consideration of the skills balance of the executive.

# 6.4 [Add appropriate role titles & descriptions for all other designated members of the Executive Committee]

# 7. THE COUNTY PRESIDENT

The Executive Committee may appoint a President of Girlguiding [ ] and may appoint Vice-Presidents, for a term to be mutually agreed, which term may be extended by mutual agreement and is subject to termination by either party at any time.

The President may be invited to attend meetings of the Executive Committee but is not a voting member of the Executive Committee.

The role and duties of the County President shall be agreed in consultation with the county commissioner and approved by the executive committee and may be subject to review.

# 8. DIVISIONS/DISTRICTS

Any Divisions and Districts within the area of Girlguiding [   ] will be deemed to be part of Girlguiding [        ]. Divisions and/or Districts shall be formed and dissolved, by the County Executive Committee in accordance with Girlguiding Policies and Procedures. Any assets on the dissolution of the division / district shall become the property of the County.

Each Division and/or District is part of Girlguiding [   ] although may also be registered as separate charity. Any such Divisions and/or Districts are governed by the Royal Charter dated 14th December 1922 (as subsequently amended by supplemental Charters dated respectively 26th October 1949, 27th April 1960 and 4th September 1981 and by Orders in Council dated 20th July and 16th December 1993, 10 July 2013 and 30 March 2015).

Divisions and Districts will be under the supervision of a commissioner(s) appointed by the County Commissioner and who will act in accordance with Girlguiding Policies and Procedures. Districts and divisions will deliver activities in accordance with the county plan. In addition to any statutory requirements (e.g., OSCR), an annual report and accounts shall be submitted to the County Executive at the year end.

Where a Division or District is registered with OSCR it is expected that the Commissioner will act as the main contact. The Division or District will require a minimum of three Trustees to act as Office Bearers; the Commissioner (Chair), a Treasurer and a Trustee elected from the membership.

# 9. PROPERTY

All property (including any land or buildings, the tenant’s interest under any lease and (so far as appropriate) any investments) which may be acquired by Girlguiding [ ] or by any Division, District, Friends of Guiding Group, Unit or other body deemed by the Executive Committee to form part of Girlguiding [ ] shall be held on behalf of the County by The County Commissioner, County Treasurer and relevant Division or District Commissioner who are deemed to be the property trustees. These property trustees will, together with any other persons approved for this purpose by the Executive Committee, act in accordance with the directions issued from time to time by the Executive Committee.

The Executive Committee will delegate to a local property management committee the responsibility for managing and maintaining a property in line with terms of reference agreed by the Executive Committee. These will include but are not limited to the preparation and submission of an Annual Report and Statement of Accounts.

Executive Committee agreement is required to sell or otherwise dispose of such property, to borrow on the security thereof, to grant leases of the whole or part thereof and to grant or consent in the granting of all deeds necessary for putting into effect the powers vested in them as and in general to exercise all powers competent to gratuitous trustees in Scotland.

In the event that the Executive Committee is considering selling or otherwise disposing of property, consultation will be undertaken with such members of the county as the Executive Committee considers appropriate.

The Executive Committee shall have power if required to appoint new property trustees and to take whatever steps are necessary to vest any property in them according to the law of Scotland. Any income derived from use of properties should be applied only for charitable purposes.

# 10. ALTERATIONS TO THE CONSTITUTION

Amendments to this Constitution shall only be made by a two-thirds majority of those members of the Executive Committee present and voting at a meeting convened for the purpose of voting on amendments. At least twenty-eight days’ notice must be given to all the Executive Committee members specifying the time and place of the meeting and the proposed amendments. Prior to such notice being sent there should be consultation with Division\*/District\* Commissioners, Sub-committees/teams, and County Advisers/Co-ordinators on the proposals and their comments should be considered at the meeting. The amendments will not come into effect unless and until they have been approved in writing by OSCR and by Girlguiding Scotland.

# 11. DISSOLUTION

In the event of any Division, District, Friends of Guiding Group, Unit or other body deemed by the Executive Committee to form part of Girlguiding ( ) being dissolved, the assets of such Division, District, Friends of Guiding Group, Unit or other body shall belong to Girlguiding ( ) and be applied for charitable purposes, all in line with Girlguiding policy and procedures.

In the event of Girlguiding [    ] being dissolved, the assets shall be paid or transferred to Girlguiding Scotland and be applied for charitable purposes, in line with Girlguiding policy and procedures.

# 12. ADOPTION

This is the Constitution for Girlguiding [ ]. Approved by the Executive Committee on [**insert date]**

…………………………………

County Commissioner

………………………………

County Treasurer