

# **CONSTITUTION OF GIRLGUIDING SOMERSET**

## **Registered Charity Number - 297324**

### **1 FUNCTION**

The Executive Committee for The Guide Association Somerset, hereafter referred to as 'Committee' is a committee approved by the Operational Committee of Girlguiding South West England for the management of the Association's affairs in Somerset.

The Committee is responsible for the direction and general development of the principles, aims, policies, organisation, rules and guidelines of The Guide Association as set out in The Royal Charter and Bye-laws, and current Girlguiding policies.

The voting members of the Committee are the charity trustees of Girlguiding Somerset in accordance with the relevant provisions of The Charities Acts.

### **2 MEMBERSHIP OF THE COMMITTEE**

#### **2.1 The Committee shall have the following members:**

##### **Ex-officio Trustees:**

The County Commissioner(s)  
The Assistant County Commissioner(s) if appointed  
Division Commissioners  
The County Treasurer  
Chair of County Finance Committee  
County Chair of Learning and Development

Where an ex-officio trustee's role is shared (other than the County Commissioner), as permitted within The Guide Association's policies and rules, it must be discussed and agreed at the beginning of the appointment which individual will be the trustee and entitled to attend, and receive notice and minutes of, meetings.

##### **Non-voting members in attendance:**

President of Girlguiding Somerset (appointed by the County Commissioner)  
Any joint County/Division Commissioner who is not the appointed Trustee of the Committee  
County Secretary/Administrator  
County Advisers and Chair of Awards at the invitation of the County Commissioner

#### **2.2 Term of appointment as a trustee or non-voting member**

The term of appointment for an ex-officio trustee shall be:

- For the County Commissioner(s) the term of appointment as County Commissioner determined by the Region Chief Commissioner
- For County appointment holders, the term of appointment as determined by the County Commissioner(s)

The term of appointment of the County President shall end at the same time as the County Commissioner's term of appointment, however, the outgoing President may be reappointed.

### **2.3 Eligibility of trustees**

A trustee must have reached the age of eighteen years and must not be an employee of Girlguiding or any constituent part thereof.

### **2.4 Role of trustees**

A trustee must act at all time in the best interests of Girlguiding Somerset as a charity, in accordance with the requirements of the Charities Acts.

### **2.5 Trustee declarations**

Each trustee shall make an annual declaration in an agreed form, in accordance with the requirements of the Charities Acts.

### **2.6 Substitutions**

Trustee appointments are personal to the trustee and cannot be substituted. If an ex-officio trustee cannot attend a meeting, the Chair may use paragraph 2.7 to invite a substitute attend a meeting.

### **2.7 Invitations**

The Chair of the Committee may invite any person to attend a meeting or part of a meeting for a specific purpose. Such person(s) may speak with the permission of the Chair but shall have no vote. County Advisers, consultants, appointment holders and external consultants may, if they have business to transact or advise upon, attend meetings at the invitation of the Chair.

## **3 PROCEEDINGS OF THE COMMITTEE**

### **3.1 Chairing meetings**

Meetings of the Committee shall be chaired by the County Commissioner. The County Commissioner may appoint a Deputy Chairman who will preside in her absence. In the event of neither being present, the Committee shall choose a trustee to act as Chair for that meeting.

### **3.2 Voting**

Only trustees may vote. Each trustee shall have one vote. Decisions shall be made by a majority of votes of the trustees present at the meeting. In the event of an equality of votes, the Chair shall have a second or casting vote. A trustee may request that their vote be recorded in the minutes by name. The Chair shall decide whether the vote of any or all of the trustees shall be recorded by name in the minutes of the meeting.

### **3.3 Quorum**

The quorum for meetings of the Committee shall be 50% of the trustees.

### **3.4 Convening meetings**

The Committee shall meet at least three times per calendar year at such time and place as may be determined.

The meeting shall be convened by notice in writing to the trustees and non-voting members of the Committee, specifying the agenda for the meeting, and posted or e-mailed not less than ten working days before the meeting. Any business of which notice has not been given may be considered by agreement of the majority of the trustees present at the meeting.

In circumstances where a face-to-face meeting of trustees is not possible and/or practical, a meeting of the Committee may be conducted by teleconference or a similar facility such as Skype.

The arrangements for convening such meetings shall comply with the arrangements in paragraph 3.4. Such meetings shall meet all other requirements set out in the constitution including the quorum. Any trustee not participating in such a meeting cannot be counted in the quorum or in the voting.

The trustees shall be entitled to ask for, and receive, such information as may be reasonable and necessary to enable them to make an informed decision on the items to be considered at the meeting. In the event of a dispute, the Chair shall have the right to determine whether it is reasonable and necessary in any particular circumstance to provide such information.

### **3.5 Withdrawal from the meeting**

The Chair may request a trustee or members of the Committee to withdraw from the meeting during discussion of any item. A vote may be taken in the absence of any trustee or member of the Committee who has been requested to withdraw. The Chair shall have the power to recall any trustee or member of the Committee to attend such discussion or part thereof.

### **3.6 Minutes**

The minutes of the meeting shall be circulated to all trustees and members of the Committee and to the Chief Commissioner for Girlguiding South West England. The minutes shall be confidential to the trustees and members of the Committee, and the Chief Commissioner for Girlguiding South West England. A summary of the decisions made at the meeting may be made and circulated to members of Girlguiding Somerset.

### **3.7 Circulation**

Agendas, minutes and any associated papers and reports shall be circulated by post, e-mail or electronic shared access areas (to an address provided for that purpose) to all trustees (and non-voting members) of the Committee. The failure of any trustee or non-voting member of the Committee to receive or access the agenda and any associated papers or reports shall not invalidate any decision taken at the meeting.

Agendas, minutes and associated papers and reports may be circulated and stored in a secure filing facility.

### **3.8 Urgent business**

In circumstances where a decision is required which cannot wait until the next scheduled meeting of the Committee, a decision may be made by sending a written report, including the recommendation and the reasons for urgency, to the trustees by e-mail or post. The trustees shall be requested to respond expressly, within the given date, with their views and vote. Any trustee not responding to the e-mail may not be counted in the quorum or in the voting. A minimum of seven working days should be provided for return of comments and/or vote.

In the event of an equality of votes, the Chair of the Committee may exercise a second or casting vote. The decision shall be ratified at the next available meeting of the Committee.

## **4 RESPONSIBILITIES OF THE COMMITTEE**

### **4.1 Primary responsibilities**

The primary responsibilities of Committee shall include, but not be limited to, the following:

- 4.1.1 To administer Girlguiding Somerset in accordance with requirements of the Charities Acts, and with all other relevant legislation and regulations, and in accordance with the principles, aims, values, rules, and organisation of The Guide Association
- 4.1.2 To provide leadership and be responsible for the strategic direction and the delivery of quality Guiding in Somerset
- 4.1.3 To ensure that the national Girlguiding strategy is delivered throughout Somerset
- 4.1.4 To be responsible for the finances of Girlguiding Somerset, in accordance with paragraph 4.2 below
- 4.1.5 To manage Girlguiding Somerset effectively by setting and approving plans and budgets to achieve the objectives required by (4.1.1), (4.1.2), (4.1.3) and (4.1.4) above, and monitoring performance against such plans and budgets
- 4.1.6 To establish and manage a structure of delegation and internal control.

The structure for financial management shall include terms of reference for the Somerset Finance Committee and an agreed statement of financial controls and delegation of financial authority. All delegated financial decisions shall be reported to the next available meeting of the Committee.

- 4.1.7 To regularly review the risk to which Girlguiding Somerset is subject and agree or ratify all policies and decisions on matters which might create significant risk to Girlguiding Somerset, in relation to finance, reputation or otherwise
- 4.1.8 To act as a channel of communication between the Committee and the members of Girlguiding Somerset

### **4.2 Financial Responsibilities**

The financial responsibilities of the Committee shall include, but not be limited to, the following:

- 4.2.1 To manage the finances of Girlguiding Somerset in such a way as to ensure solvency and financial strength and to ensure proper accounts are kept and audited once a year in accordance with the requirements of the Charities Acts
- 4.2.2 To act prudently to protect the assets and property of Girlguiding Somerset and ensure that they are used to deliver its objectives
- 4.2.3 To approve and adopt the Annual Finance Statements and Charity Trustees Report prepared in accordance with the relevant provisions of the Charities Acts.

This may take place at the same meeting of the Committee provided that:

- 4.2.3.1 The meeting has been convened in accordance with the constitution

- 4.2.3.2 The auditor/reviewer has signed the accounts and has raised no issues which remain unsolved
- 4.2.3.3 There are no amendments to the accounts, the auditors/reviewers statement or the report, other than for clarification
- 4.2.4 To open bank or building society accounts in the name of Girlguiding Somerset which shall from time to time be considered necessary. The signatories of cheques and other banking instructions must be authorised by the Committee. There must be three signatories on the account, two of which must be trustees.
- 4.2.5 To procure trustee indemnity insurance as permitted under the Charities Acts
- 4.2.6 To administer all funds, securities and other assets belonging to Girlguiding Somerset and to receive donations, endowments and gifts

## **5 SUB COMMITTEES**

### **5.1 Terms of reference**

The Committee may set up such sub-committees as it may from time to time deem necessary and shall determine its terms of reference. The terms of reference and any amendments to the sub-committee must be ratified by the Committee. The Chair of each committee will be appointed by the County Commissioner for an initial period of three years with the possibility of extending this period for a further two years. The County Commissioner and Chair of the sub-committee shall appoint the members.

### **5.2 Bank Accounts**

Any bank account opened by a sub-committee must have two signatories from the sub-committee and one signatory from the Committee.

### **5.3 Ex-Officio Members**

The County Commissioner and Assistant County Commissioner(s) shall have voting membership of all sub-committees. In the case of joint appointments of Commissioners, the allocation of membership to the sub-committees shall be determined at the start of the appointment

### **5.4 Task and Finish Groups**

The Committee may set up task and finish groups as required from time to time for specific purposes. Such groups shall be set up in accordance with paragraphs 6.1 and 6.2. Task and finish groups shall operate through the County Bank Account.

### **5.5 Minutes**

Any business discussed at the sub-committees shall be submitted to the Committee for clarification and ratification.

## **6 CONSTITUTION**

### **6.1 Amendments**

This Constitution may be amended by resolution at an ordinary meeting of the Committee or a special meeting of the Committee convened for the purpose by not less than 14 days' notice in writing, which shall be sent to each trustee and member of the Committee.

Neither this Constitution nor any amendment to this Constitution shall have effect until approved by the Girlguiding South West England Region Operational Committee.

**6.2 Voting on Amendments**

Any change in the Constitution shall be decided by a majority of votes of the trustees present at the meeting convened in accordance with paragraph 6.1

**6.3 Records**

A copy of this Constitution shall be signed by the County Commissioner(s), one other trustee, and Chief Commissioner for South West England, dated and deposited with the Executive Manager for Girlguiding South West England.

**7 ADOPTION**

This Constitution was adopted by resolution of the Committee at a meeting held at Westfield Church, Bridgwater on 21<sup>st</sup> January 2023.

.....  
County Commissioner

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Trustee

Approved by resolution of the Girlguiding South West England Operational Committee:

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Chief Commissioner

.....  
Date