

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 Executive 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, Bye-laws and current Girlguiding policies.

The voting members of the Executive 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 Executive 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 the 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:

- i) For the County Commissioner(s) the term of appointment as County Commissioner determined by the Region Chief Commissioner
- ii) For County appointment holders, except the County Chair(s) of the Trefoil Guild, 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 Executive 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 Executive 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 Executive 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 Executive 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 Executive 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, meeting of the Committee/Board may be conducted by teleconference or a similar facility such as Skype.

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 if 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 Executive 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 Executive Committee who has been requested to withdraw. The Chair shall have the power to recall any trustee or member of the Executive 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 Executive Committee and to the Chief Commissioner for Girlguiding South West England. The minutes shall be confidential to the trustees and members of the Executive 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 Executive 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 Executive 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 the Committee shall include, but not be limited to, the following:

- a. 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
- b. To provide leadership and be responsible for the strategic direction and the delivery of quality Guiding in Somerset
- c. To ensure that the national Girlguiding strategy is delivered throughout Somerset
- d. To be responsible for the finances of Girlguiding Somerset in accordance with paragraph 4.2 below
- e. To manage Girlguiding Somerset effectively by setting and approving plans and budgets to achieve the objectives required by (a), (b), (c) and (d) above, and monitoring performance against such plans and budgets
- f. To establish and manage a structure of delegation and internal control. The structure for financial management shall include terms of reference for the C/I 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/Board.
- g. 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
- h. To act as a channel of communication between the Committee and the members of Girlguiding Somerset

4.2 Financial responsibilities

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

- a. 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
- b. To act prudently to protect the assets and property of Girlguiding Somerset and ensure that they are used to deliver its objectives
- c. 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 Executive Committee. There must be three signatories on the account, two of which must be trustees.

- d. To procure trustee indemnity insurance as permitted under the Charities Acts
- e. To administer all funds, securities and other assets belonging to Girlguiding Somerset and to receive donations, endowments and gifts

5. REVIEW AND APPROVAL OF ACCOUNTS

The trustees shall each year arrange for the review of the Accounts of Girlguiding Somerset. The Annual Report and a Statement of Accounts prepared in accordance with the relevant provisions of the Charities Acts shall be put before the Executive Committee for approval by the trustees. A copy of the approved Annual Report and Statement of Accounts shall be sent to Girlguiding South West England, and made available to adult members of Girlguiding Somerset.

6. SUB COMMITTEES

6.1 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 Executive 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.

6.2 Bank Accounts

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

6.3 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

6.4 Task and Finish Groups

The Executive 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.

6.5 Minutes

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

7. CONSTITUTION

7.1 Amendments

This Constitution may be amended by resolution at an ordinary meeting of the Executive Committee or a special meeting of the Executive 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 Executive Committee.

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

7.2 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 7.1

7.3 Records

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

8. **ADOPTION**

This Constitution was adopted by resolution of the Executive Committee at a meeting held at Puriton Parish Room on 20 October 2016

.....D Stone.....
County Commissioner

.....R Forbes.....
Trustee

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

.....Carole Pennington.....
Chief Commissioner

.....19/11/16.....
Date

Addendum to the Constitution of Girlguiding Somerset

3.4 In circumstances where a face-to-face meeting of trustees is not possible and/or practical, a meeting of the Committee/Board 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.

3.7 In addition to the provision set out in paragraph 3.7, 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.

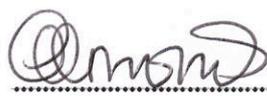
In the event of an equality of votes, the Chair of the Executive Committee may exercise a second or casting vote. The decision shall be ratified at the next available meeting of the Committee.

4.1 (f) **Add:** The structure for financial management shall include terms of reference for the C/I 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/Board.

4.2(d) **Add:** This may take place at the same meeting of the Committee/Board provided that:

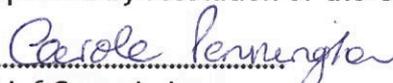
- i. the meeting has been convened in accordance with the constitution
- ii. the auditor/reviewer has signed the accounts and has raised no issues which remain unresolved
- iii. there are no amendments to the accounts, the auditors/reviewers statement or the report, other than for clarification


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County/Island Commissioner(s)


.....
Trustee

Date 6/7/19.....

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


.....
Chief Commissioner

6/7/19
.....
Date