

## CONSTITUTION OF GIRLGUIDING HAMPSHIRE NORTH

### 1. FUNCTION

The Executive Committee for The Guide Association - Hampshire North, Charity Number 1043313, 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 Hampshire North.

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 the current edition of:

- a) The Guiding Manual
- b) The Guiding Handbook
- c) The current programme for young members in each section

The voting members of the Committee are the charity trustees of Girlguiding Hampshire North 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  
The Assistant County Commissioner  
The Division Commissioners (subject to the paragraph below)  
Chair of Finance Committee

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:**

The County President  
County Adult Support Co-ordinator  
County GO Co-ordinator  
County Trefoil Chairman  
County Minutes Secretary  
'Our Voice' representative

#### 2.2 Term of appointment as trustee

The term of appointment for trustees and non-voting members shall be:

- i) For the County Commissioner the term of appointment as County Commissioner determined by the Region Chief Commissioner
- ii) For Division Commissioners and County appointment holders, the term of appointment as Commissioners and appointment holders as determined by the County Commissioner
- iii) For the County President the term of appointment ends with that of the County Commissioner

### **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 times in the best interests of Girlguiding Hampshire North 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 to 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 Chair 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 eight 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.

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.

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. Such meetings shall meet all other requirements set out in this constitution including the quorum. Any trustee not participating in such a meeting cannot be counted in the quorum or in the voting.

### **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 Hampshire North.

### **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. In addition, agendas, minutes and associated papers and reports may be circulated and stored in a secure filing facility. 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.

### **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 Hampshire North 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 Hampshire North
- c. To ensure that the national Girlguiding strategy is delivered throughout Hampshire North
- d. To be responsible for the finances of Girlguiding Hampshire North in accordance with paragraph 4.2 below
- e. To manage Girlguiding Hampshire North 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 Girlguiding Hampshire North 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.
- g. To regularly review the risk to which Girlguiding Hampshire North is subject and agree or ratify all policies and decisions on matters which might create significant risk to Girlguiding Hampshire North in relation to finance, reputation or otherwise
- h. To act as a channel of communication between the Committee and the members of Girlguiding Hampshire North

##### **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 Hampshire North 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 Hampshire North and ensure that they are used to deliver its objectives
- c. 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:

1. the meeting has been convened in accordance with the constitution
  2. the auditor/reviewer has signed the accounts and has raised no issues which remain unresolved
  3. there are no amendments to the accounts, the auditors/reviewers statement or the report, other than for clarification
- d. To open bank or building society accounts in the name of Hampshire North Guide Association which shall from time to time be considered necessary. The opening of such accounts must be approved by the Committee. The signatories of cheques and other banking instructions must be authorised as determined from time to time by the Committee. At least two trustees of Girlguiding Hampshire North shall be nominated signatories
- e. To procure trustee indemnity insurance as permitted under the Charities Acts
- f. To administer all funds, securities and other assets belonging to Girlguiding Hampshire North and to receive donations, endowments and gifts

## **5. COMMITTEES/ SUB COMMITTEES**

### **5.1 Terms of reference**

The Committee may set up such committees/sub-committees as it may from time to time deem necessary. The Committee shall approve the terms of reference for such committees/sub-committees. The terms of reference for a committee/sub-committee shall set out the process for the appointment of the Chair and members of the committee/sub-committee. Such appointments shall be subject to the approval of the Committee.

### **5.2 Ex-Officio Members**

The County Commissioner shall have voting membership of all committees/sub-committees.

### **5.3 Ad-hoc committees/sub-committees**

The Committee may set up ad hoc committees as required from time to time for specific purposes. Such committees shall be set up in accordance with paragraphs 5.1 and 5.2.

### **5.4 Minutes**

The minutes of the meetings of any committee/sub-committee, including any recommendations from the committee/sub-committee, shall be submitted to the Committee for adoption and to enable the Committee to make such decisions as may be reserved to the Committee. The minutes shall be confidential to the trustees of Girlguiding Hampshire North and to the members of the committee/sub-committee. A summary of the decisions made at meetings of the committees/sub-committees may be made and circulated to members of Girlguiding Hampshire North.

## **6. REVIEW AND APPROVAL OF ACCOUNTS**

The trustees shall each year arrange for the review of the accounts of Girlguiding Hampshire North. The Annual Report and a Statement of Accounts prepared in accordance with the relevant provisions of the Charities Acts shall be put before the 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 Hampshire North.

**7. CONSTITUTION**

**7.1 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.

**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 Committee at a meeting held at Everest School, Basingstoke on 15<sup>th</sup> July 2019.

  
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County Commissioner

  
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Trustee

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

  
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Chief Commissioner

  
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Date