



Norfolk County Scout Council

Registered Charity No. **304155**

Constitution

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As ratified by the Norfolk County Scout Council at the AGM held on 5th September 2017

Review date: January 2018

1 The Scout Council

1.1 Function

Norfolk County Scout Council is an educational charity and the members of the Board of Trustees (Formerly known as the County Executive Committee / County Executive) are the charity trustees of the Scout County. The Norfolk County Scout Council is the electoral body, which supports Scouting in the County of Norfolk and it is the body to which the County Board of Trustees is accountable.

1.2 Composition

Membership of the Norfolk County Scout Council is open to:

1.2.1 Ex-Officio Members

- i. County President
- ii. County Vice President(s)
- iii. Regional Commissioner
- iv. County Chairman
- v. County Vice Chairmen (elected by the Board of Trustees following the AGM see Page 11 para 2.2 ii a)
- vi. County Commissioner
- vii. County Secretary (if elected and not employed by the Board of Trustees)
- viii. Assistant County Secretary(s)
- ix. County Treasurer
- x. Assistant County Treasurer(s)
- xi. Deputy County Commissioner(s)
- xii. County Scout Active Support Manager(s)
- xiii. County Training Manager
- xiv. County Youth Commissioner(s)
- xv. Assistant County Commissioners
- xvi. County Scouters
- xvii. County Skills Instructors
- xviii. County Advisers
- xix. County Administrators
- xx. Local Training Managers
- xxi. District Commissioners
- xxii. District Chairmen
- xxiii. District Secretaries
- xxiv. District Treasurers
- xxv. District Scout Active Support Managers
- xxvi. A representative of the County Troop Leadership Forum, selected from amongst the membership of the Forum

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- xxvii. A representative of the County Explorer Scout Forum, selected from amongst the membership of the Forum
- xxviii. A representative of the Scout Network, selected from amongst the membership of the District Scout Networks in the County

1.2.2 Nominated Members

The number of persons to be elected annually by the Norfolk County Scout Council from each of the following categories is decided by the Council:

- i. Up to two persons recommended by the County Commissioner in consultation with the County Chairman.
- ii. Up to two District Scout Network Members nominated by the County Commissioner.
- iii. Up to two County Scout Active Support Members nominated by the County Commissioner.
- iv. Members nominated by the District Scout Councils – comprising of:
 - One uniformed member,
 - One non-uniformed member,
 - One Explorer Scout nominated by District Explorer Scout Meetings.

1.2.3 Co-opted Members

The Norfolk County Scout Council may co-opt members annually.

- i. Such co-opted members may include representatives of organisations with whom it is desired to maintain co-operation e.g. Girl guiding UK, religious bodies, other youth organisations and Local Education Authorities.
- ii. Members are nominated by the County Commissioner
- iii. The number of members co-opted must not exceed the total of ex-officio and Nominated members.

1.2.4 Right of Attendance

- Invited members
- Regional Growth and Development Manager

1.2.5 Youth Led

Norfolk will be a Youth-Led County and elected bodies (such as sub-committees) of the County will have, as full voting members, at least two young people between the age of 14 and 25 years old, excluding the Board of Trustees where the minimum age for voting members is 18 years old. This policy, as a matter of good practice, should also be applied to any ad-hoc, short- or long-term working groups or committees.

1.3 Cessation of Membership

1.3.1 Membership of the Norfolk County Scout Council ceases upon:

- i. The resignation of the member;
- ii. The dissolution of the Council;
- iii. The termination of membership by Headquarters.

1.4 Annual General Meeting

1. The Norfolk County Scout Council must hold an Annual General Meeting within six months of the financial year end to:
 - a. Receive and consider the Annual Report of the Board of Trustees, including the Annual Statement of Accounts;
 - b. Approve the County Commissioner's nomination of the County Chairman (see page 13 paragraph 2.4) the appointment may not be held by a Leader, Manager or Supporter as in accordance with Policy, Organisation and Rules (POR's), and nominated members of the Board of Trustees.
 - c. Elect a County Secretary, unless the County Secretary is employed by the County Board of Trustees. The appointment may not be held by a Leader, Manager or Supporter as in accordance with POR's.
 - d. Elect a County Treasurer. The appointment may not be held by a Leader, Manager or Supporter as in accordance with POR's.
 - e. Elect certain members of the Board of Trustees;
 - f. Elect the representative(s) of the Norfolk County Scout Council to serve as Nominated Member(s) of the Council of The Scout Association;
 - g. Elect a representative of the Norfolk County Scout Council to serve as Nominated Youth member on the Council of The Scout Association;
 - h. Appoint an Auditor, Independent Examiner, or Scrutineer, as required.
 - i. To approve the appointments of the President and the Vice Presidents.
2. All communication about the Annual General Meeting will normally be in electronic format. For this purpose, the email addresses of the members of the Norfolk County Scout Council will be obtained from the information provided from the Scout Association National Database or sent to the District Secretaries to forward onto the adult members in their respective Districts.
3. No business shall be transacted at an Annual General Meeting, and no resolution shall be proposed at any such meeting except as may arise upon:
 - a. The Annual Accounts
 - b. The Report of the Board of Trustees

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- c. The appointment and re-appointment of members of the Board of Trustees;
- d. The appointment or re-appointment of an Auditor, Independent Examiner, or Scrutineer, as required;
- e. There is to be no 'Any Other Business' conducted at the Annual General Meeting.

1.5 Special General Meetings

1. All general meetings of the Norfolk County Scout Council other than Annual General Meetings shall be called Special General Meetings.
2. Special General Meetings shall be called upon agreement of 75% of the County Board of Trustees Members.

1.6 Notice of Meetings

1. At least twenty-eight days' notice of every general meeting (whether an Annual General Meeting or a Special General Meeting) specifying the hour, date and place of the meeting shall be given to members of the Norfolk County Scout Council, in writing, by electronic means. For this purpose, the email addresses of the members of the Norfolk County Scout Council will be obtained from the Scout Association National Database.
2. The notice shall specify:
 - i. The nature of any resolution to be moved at the meeting and/or the other business to be transacted at the meeting, and
 - ii. request nominations of candidates for any office for which there will be an election at the meeting, including that of the Auditor, Independent Examiner or Scrutineer.
3. The Annual General Meeting shall be described as such in the notice of meeting.
4. Notice of a meeting shall be sent to every member of the Norfolk County Scout Council who would be eligible to vote at the meeting if the meeting were held on the date of the notice.
5. A notice of a meeting shall be given by the County Secretary, or other nominated person on the Board of Trustees, by sending it electronically to the registered email address of the Norfolk County Scout Council member, obtained from the Scout Association National Database, or sent to the District Secretary to forward onto the Norfolk County Scout Council member in their respective Districts.
6. The accidental omission to send a notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

1.7 Quorum at General Meetings

1. No business shall be considered at any Annual General Meeting or Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum shall be constituted for all purposes by fifteen members of the Norfolk County Scout Council with roles as recorded on the Scout Association National Database. For the avoidance of doubt, only those posts on the Norfolk County Scout Council, which are filled at the date of the meeting, will count as the membership of the Norfolk County Scout Council. Unfilled posts will be disregarded for the purpose of determining the quorum.
2. The quorum must include two Members of the Board of Trustees.
3. If no quorum shall be present within half an hour after the time appointed for the Annual General Meeting or Special General Meeting, the chairman of the meeting shall adjourn it to such hour, date and place, as they shall direct.

1.8 Procedures at General Meetings

1. The President will preside at every general meeting of the Norfolk County Scout Council. If the President is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act, the members of the Norfolk County Scout Council present shall elect one of their numbers to preside.
2. Every question submitted to an Annual General Meeting or Special General Meeting shall be decided by a simple majority of those present and eligible to vote at the meeting. Such votes shall be taken in the first instance by a show of hands. In the event of an equal number of votes being cast on either side in any issue the chairman does not have a second or casting vote and the matter is taken not to have been carried.
3. A ballot may (before or on the declaration of the result of the show of hands) be demanded by the chairman of the meeting, or twenty members of the Norfolk County Scout Council who are present at the meeting.
4. The chairman of the meeting may, in the event of a ballot, appoint scrutineers.
5. Voting papers to be used on a ballot shall be valid only if the Board of Trustees issues them.

1.9 Entitlement of Members to Vote on Resolutions

The right to vote at general meetings shall be limited to members of the Norfolk County Scout Council with full roles, as recorded on the Scout Association National Database. Decisions are made by a majority of votes of those present at the meeting, except in Constitutional matters where a two thirds majority is necessary. In the event of an equal number of votes being cast on either side in any issue the chairman does not have a second or casting vote and the matter is taken not to have been carried.

1.10 Email Ballots

1. At the request of the County Chairman the County Secretary will email ballot papers to those members of the Norfolk County Scout Council entitled to vote at a general meeting (whether special or not).
2. Notice of such a ballot will be given by email to all members of the Norfolk County Scout Council entitled to vote fourteen days before the final date for the receipt of completed electronic ballot papers. For this purpose, the email addresses of the members of the Norfolk County Scout Council will be obtained from the information provided from the Scout Association National Database.
3. The notice will include such other notices and documents relating to the resolution as would be given or sent in connection with the resolution had it been intended to vote on the resolution at a general meeting.

1.11 Nomination and Election Procedures

1. There can be up to six elected members of the Board of Trustees.
2. Any member or associate member of The Scout Association may stand for election to the Board of Trustees. They must be proposed by a member of the Norfolk County Scout Council and should have one seconder who is a member of the Norfolk County Scout Council. After being proposed and seconded, the voters should pass the election by simple majority. Only members of the Norfolk County Scout Council can vote in any election. Proposers, Seconders and voters must have full roles as recorded on the Scout Association National Database
3. In accordance with POR, all appointments to the Board of Trustees, including elected appointments, are from the date of the AGM at which they were elected until the next AGM, in order that the Board of Trustees remains an open and representative body of the Norfolk County Scout Council. Casual vacancies filled after an AGM last until the following AGM.
4. The nominations for election to the Board of Trustees must be received by the County Secretary at least fourteen days prior to the date of the Annual General Meeting.

1.12 Accounts

1. The Board of Trustees shall cause accounting and valuation records of the County to be kept, and establish and maintain systems of control of its business and records of inspection and report.
2. The County Treasurer shall supply, free of charge to every member of the Norfolk County Scout Council, on demand, electronic copies of the Annual Accounts for the last financial year, the Board of Trustee's Report for that year and the Auditor's, Independent Examiner or Scrutineer report on those accounts.

1.13 Auditors

1. At each Annual General Meeting the Norfolk County Scout Council will appoint a qualified Auditor, Independent Examiner, or Scrutineer, as required to audit or

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examine its Annual Accounts. An individual or a firm may be appointed as an Auditor, Independent Examiner or Scrutineer.

2. For the purpose of this constitution a qualified auditor is one who is a member of any of the supervisory bodies recognised under the Companies Act 1989 and is not ineligible for appointment under the rules of that body.
3. The Board of Trustees must appoint an Auditor, Independent Examiner or Scrutineer, as required to fill any casual vacancy occurring between general meetings of the Norfolk County Scout Council.
4. The remuneration, including any sums in respect of expenses, to be paid to the Auditor, Independent Examiner or Scrutineer shall be fixed by the Board of Trustees.
5. The Norfolk County Scout Council may, by ordinary resolution in general meeting, remove an Auditor, Independent Examiner or Scrutineer before expiration of his term of office. A resolution at an Annual General Meeting or a Special General Meeting of the Norfolk County Scout Council:
 - a. removing an Auditor, Independent Examiner, or Scrutineer before the expiration of his term of office, or
 - b. appointing another person as Auditor, Independent Examiner or Scrutineer, as required in place of a retiring Auditor, Independent Examiner, or Scrutineer;

shall not be effective unless notice of the intention to move it has been given to the County Secretary not less than twenty-eight days before the meeting at which it is moved. On receipt of notice of intention to move any such resolution the County Secretary shall give notice of the resolution to the members of the Norfolk County Scout Council and to the person proposed to be removed or, as the case may be, to the person to be appointed and to the retiring Auditor, Independent Examiner or Scrutineer. The Secretary shall also inform the members of the Norfolk County Scout Council of any representations made by the person proposed to be removed, or, as the case may be, the retiring Auditor, Independent Examiner or Scrutineer, and shall make copies of the representations available at the meeting at which the resolution is to be moved.

6. Where the Norfolk County Scout Council receives from an Auditor, Independent Examiner or Scrutineer on cessation of his office, a statement of any circumstances, which he considers should be brought to the attention of the members of the Norfolk County Scout Council, the Secretary shall send a copy of such statement to the members of the Norfolk County Scout Council.
7. Where the Auditor, Independent Examiner, or Scrutineer with a notice referred to in paragraph 5 above, requisitions the convening of a Special General Meeting of the Norfolk County Scout Council for the purpose of considering an explanation of the circumstances connected with his resignation, the County Secretary shall, within twenty one days, convene such a meeting for a day not more than twenty eight days after the date on which notice of the meeting is given.
8. No Auditor, Independent Examiner or Scrutineer proposed should be directly related to any member of the County Board of Trustees.

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1.14 Investment of Funds

So much of the funds of the County, as may not be wanted, either for immediate use, or to meet the usual accruing liabilities shall, with the consent of the Board of Trustees, be invested by the County in any of the following ways:

- a. in the purchase of land, or in the erection or alteration of offices or other buildings thereon;
- b. in any investment of a kind which the trustees are for the time being by law authorised to make.

1.15 Amendments to this Constitution

Amendments to this Constitution may be made provided any such amendment:

- a. does not conflict (or potentially conflict) with the rules of POR; and
- b. is agreed by a two thirds majority by those present at an AGM of the Norfolk County Scout Council, where a quorum is present and provided Notice of the proposed amendment has been circulated to all voting members of the Council at least twenty-one days before such meeting

2 The Board of Trustees

2.1 Function

The Board of Trustees exists to support the County Commissioner in meeting the responsibilities of the appointment.

2.2 Role and Responsibilities

- i. Members of the Board of Trustees must act collectively as charity trustees of the Scout County, and in the best interests of its members to:
 - a. Comply with the Policy, Organisation and Rules of The Scout Association.
 - b. Protect and maintain any property and equipment owned by and/or used by the County.
 - c. Manage the County finances.
 - d. Provide insurance for people, property and equipment.
 - e. Provide sufficient resources for Scouting to operate. This includes, but is not limited to, supporting recruitment, other adult support, and fundraising activities.
 - f. Promote and support the development of Scouting in the local area.
 - g. Manage and implement the Safety Policy locally.
 - h. Ensure that a positive image of Scouting exists in the local community.
 - i. Appoint and manage the operation of any sub-committees, including the appointment of a chairman to lead these sub-committees.
 - j. Ensure that Young People are meaningfully involved in decision making at all levels within the County.
 - k. The opening, closure and amalgamation of Districts and County sections as necessary
 - l. Appoint and manage the operation of a County Appointments Advisory Committee, including appointing a County Appointments Advisory Committee Chairman to lead it.
- ii. The Board of Trustees must also:
 - a. At their first meeting following the AGM elect Vice Chairmen from the members of the Board of Trustees.
 - b. Appoint Administrators, Advisers, and Co-opted members of the Board of Trustees.
 - c. Approve the Annual Report and Annual Accounts after their examination by an appropriate Auditor, Independent Examiner or Scrutineer.

- d. Present the Annual Report and Annual Accounts to the Norfolk County Scout Council at the Annual General Meeting; file a copy with National Headquarters and submit them to the Charities Commission.
- e. The Board of Trustees will nominate a President and Vice Presidents of the Norfolk County Scout Council. There is no restriction on who may be nominated, and the Board of Trustees should welcome suggestions for these positions from members of the Norfolk County Scout Council.
- f. The nominations will be agreed by the Norfolk County Scout Council at the Annual General Meeting. The nominees' names (with a brief biography) will be circulated with the agenda for the Annual General Meeting.
- g. Maintain confidentiality with regard to appropriate Board of Trustees business.
- h. Where staff are employed, act as a responsible employer in accordance with Scouting's values and relevant legislation.
- i. Ensure line management responsibilities for employed staff are clearly established and communicated.

2.3 Composition:

2.3.1 Ex-officio members

- County Chairman.
- County Commissioner
- County Youth Commissioner(s)
- County Secretary (only if elected and not employed by the Board of Trustees)
- County Treasurer

2.3.2 Elected members up to 6

- i. These persons are elected at the County Annual General Meeting.
- ii. Elected members may stand for a maximum of two consecutive terms of three years. If a member reaches the maximum number of consecutive terms, they may be nominated for election after a break of 2 years.
- iii. Elected members must be members or associated member of The Scout Association. They must be proposed by a member of the Norfolk County Scout Council and should have one seconder who is a member of the Norfolk County Scout Council

2.3.3 Nominated members

These are persons nominated by the County Commissioner in consultation with the County Chairman.

- i. The nominations must be approved at the County Annual General Meeting.

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- ii. The persons nominated need not be members of Norfolk County Scout Council and their number must not exceed that of the elected members.

2.3.4 Co-opted members

- i. The Board of Trustees may co-opt members on an annual basis.
- ii. The persons co-opted need not be members of the Norfolk County Scout Council and their number must not exceed that of the elected members.

2.3.5 Right of Attendance

- i. The Regional Commissioner has the right of attendance.
- ii. Two Explorer Scouts to be elected annually at the Annual General Meeting.

2.3.6 Invitation to Attend

The Board of Trustees invites the following to attend meetings (if they are not already members of the Board of Trustees):

- i. The County's Nominated Members(s) of the Council of The Scout Association;
- ii. The County's Nominated Youth Representative of the Council of The Scout Association;
- iii. The Regional Growth and Development Manager.
- iv. Additionally, the County Chairman, in consultation with the County Commissioner, may invite any person to speak to the Board of Trustees; however, they will not hold voting rights in the meeting.

2.4 Appointment of County Chairman

- i. The County Chairman and the County Commissioner must be able to work in partnership.
- ii. To assist the formation of this partnership the County Chairman is nominated by the County Commissioner:
 - (a) The Board of Trustees will form a Search Group to find suitable candidates, this Search Group will comprise of 2 members of the Board of Trustees (of which one must be under the age of 25), the County Commissioner, and 2 members of the County Appointments Advisory Committee.
 - (b) The County Commissioner will seek approval from the Board of Trustees for his/her nomination, with a recommended period for appointment.
- iii. The appointment of the County Chairman is subject to approval of the Norfolk County Scout Council at its AGM.

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iv. Should there be a change in County Commissioner during the County Chairman's term of office, the County Chairman must offer their resignation to the incoming County Commissioner and seek re-nomination.

v. Every effort should be made to find a County Chairman. Only in extreme circumstances may the County Commissioner act as County Chairman for a brief period.

2.5 Administrators and Advisers

- i. No individual may hold more than one of the appointments of County Chairman, County Secretary or County Treasurer.
- ii. The appointment and termination of appointment, of all County Administrators and Advisers must be reported to the County Appointments Advisory sub-committee Secretary who should maintain a record of such appointments.
- iii. Other Administrators and Advisers may be appointed by the County Board of Trustees with the approval of the County Commissioner.
- iv. Administrators and Advisers appointments may be terminated by:
 - a. The resignation of the holder.
 - b. The unanimous resolution of all other members of the Board of Trustees.
 - c. The expiry of the period of the appointment.
 - d. Confirmation by Headquarters of the termination of the appointment in the event of the cancellation of the registration of the County.

2.6 County Appointments Advisory Committee

- i. The County Appointments Advisory Committee (CAAC) is a mandatory sub-committee of the County Board of Trustees.
 - a. The County Chairman may not hold the position of Chairman of the County Appointments Advisory Committee.
 - b. A County Appointments Advisory Committee must be established and maintained in accordance with POR – The Appointment Process, section 3.1: Appointing the County Appointments Advisory Committee.
 - c. The membership of the County Appointments Advisory Committee may be reviewed at any time by the Board of Trustees.
 - d. On agreement with the Board of Trustees, the vacant position of Chair of the CAAC can be appointed as follows:
 - i. Where a suitable candidate is identified, and in the absence of any other candidates being put forward, they may be head-hunted and invited to interview with the CAAC.

- ii. Where two or more suitable candidates exist, they will be approached and invited to an interview with the CAAC.
 - iii. A search group will be formed and nominations sought and suitable candidates invited to interview with the CAAC.
- ii. The responsibilities of the County Appointments Advisory Committee are:
 - a. To interview and satisfy themselves as to the suitability of applicants for County appointments.
 - b. To consider applications for changes to the appointments in the County.
 - c. With the County Commissioner, to review appropriate Appointments, Certificates of Appointment and Adventurous Activity Permits.
 - d. Following the suspension of an adult within the County, to recommend continuation of suspension, re-instatement, modification or cancellation of Appointment.
 - e. To support the County Commissioner in the resolution of disagreements.
- iii. In addition to the functions listed above, the County Appointments Advisory Committee must consider, jointly with the County Commissioner, the report of any Conciliator appointed by the appropriate Regional Commissioner.
- iv. Any recommendation to cancel or not renew a Leader Appointment must be agreed with the County Commissioner and a report submitted to Headquarters. In the event of agreement not being reached the matter must be considered by the Board of Trustees. If the County Commissioner does not agree with that Committee's decision, the matter must be referred to the Regional Commissioner whose decision must be accepted as final by all parties.
- v. The Board of Trustees may appoint an Assistant County Secretary to be the Secretary of the County Appointments Advisory Committee.

2.7 Sub-Committees

The Board of Trustees may establish any sub-committees that it deems necessary. The members of these sub-committees are nominated by the Board of Trustees.

- a. The need for and / or membership of any sub-committee, except for the County Appointments Advisory Committee, may be reviewed at any time by the Board of Trustees and must be reviewed at least once a year at its first meeting after the AGM.
- b. The members of each sub-committee will serve only 2 terms (a term is 3 years) on each sub-committee.
- c. The County Commissioner and County Chairman are ex-officio members of any sub-committee of the Board of Trustees.

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- d. Any fund-raising committee must include at least two members of the Board of Trustees, in addition to the ex-officio members. No uniformed County Scouter should serve on such a fund-raising committee.
- e. All sub-committees will have at least two young people between the ages of 14 and 25 years old.
- f. All sub-committees must have Terms of References (TOR's) which has been agreed and signed-off by the Board of Trustees and attached as appendices to this document. Each TOR's to be reviewed annually to ensure that it remains consistent with POR.
- g. Each TOR's must set out the function and roles and responsibilities of the sub-committee. It will set out the rules of membership, quorums and meetings.
- h. Where differences or inconsistencies arise between a TOR's and the County Constitution, the County Constitution takes precedence.
- i. In addition to the mandatory sub-committees, the following sub-committees are in operation:
 - a. Finance
 - b. Policy, Planning, and Performance
 - c. Programme and Operations
 - d. County Awards Support Group

2.8 Charitable Status

Norfolk County Scout Council is an educational charity, and the members of the Board of Trustees are the charity trustees of the Scout County.

- a. Only persons aged 18 and over may be full voting members of the Board of Trustees because of their status as charity trustees (however the views of young people in the County must be taken into consideration).
- b. By virtue of the Charities Acts, certain people are disqualified from being charity trustees. (POR Rule 13.1)
- c. Charity trustees are responsible for complying with all the legislation applicable to charities, including the Data Protection Act. This includes the requirement to make an annual return to the Charity Commission.

2.9 Quorum

For meetings to function, a minimum of seven members or one half of the total number of the Board of Trustees, whichever is fewer, are required for the meeting to be recognised as an authorised meeting (and quorum) and for the recommendations or resolutions to be valid. No business shall be conducted in the absence of a quorum – the meeting will terminate as soon as it becomes inquorate.

2.10 Chair

The Chair shall convene and conduct the meetings and will nominate a minute taker at the start of each meeting. This will usually be the County Secretary.

If the designated Chair is not available, then the Vice Chair will be responsible for convening and conducting that meeting. The Vice Chair is responsible for informing the Chair as to the salient points/decisions raised or agreed to at that meeting.

2.11 Agenda

All agenda items must be forwarded to the Chair 7 days prior to the scheduled meeting. The agenda, with attached meeting papers will be distributed at least 5 days prior to the scheduled meeting.

The Chair has the right to refuse to list an item on the formal agenda which has not been submitted within the stipulated timescale, however members may raise an item under 'Other Business' if time permits.

2.12 Minutes & Meeting Papers

The minutes of each meeting will be prepared by the minute taker and full copies of the minutes, including attachments, shall be circulated to all members no later than 5 days following each meeting.

Out-of-committee decisions will be deemed acceptable (if ratified by a quorum of members), when an urgent decision is required which, in the absence of a meeting, could have significant financial implications or result in unacceptable financial losses. All out-of-committee decisions shall be recorded in the minutes of the next meeting.

2.13 Frequency

The Board of Trustees will meet, throughout the year, to discharge their responsibilities. The meeting dates will be discussed and agreed at the first meeting following the AGM. An extraordinary meeting of the Board of Trustees may be convened at such times as matters dictate. At least 5 days' notice will be given.

In some circumstances, participation in meetings may need to take the form of a teleconference or any suitable electronic means agreed by the members in which each participant may communicate with all the other participants.

- a) Any member participating at a meeting by suitable electronic means agreed by the members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- b) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

2.14 Proxies

No provision is made for members of the Board of Trustees to send a proxy to a Board of Trustees meeting. Provision is made for proxies to attend sub-committee meetings (as per their TOR's).

2.15 Disputes

This Constitution is based on the 'The Constitution of the Scout County' as provided in Rule 5.16 of 'The Policy, Organisation and Rules' (POR). It is agreed that any anomaly, question of interpretation or dispute arising with regard to the rules herein shall be interpreted and/or applied in accordance with Rule 5.16 as aforementioned and, in any event, in compliance with the rules of POR generally.

2.16 Governance Matters

The Board of Trustees are responsible for;

- a. Developing processes and a schedule for regular review of the effectiveness of the Board and Committees, reporting the outcomes.
- b. Ensuring that an appropriate Board member induction and development programme is in place based on the County strategic plan and the Board members appraisals and the completion of mandatory training in accordance with POR have been completed.
- c. Developing and monitoring implementation of regular appraisal of Board and Committee members.
- d. Preparing and keeping under review a Governance Document which records the governance procedures and practices established by the Board.
- e. Monitoring (at least every six months), reviewing and taking action in relation to risks and reporting to the Board accordingly.

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Change Control

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V1.0	Ratified by the Norfolk County Scout Council at the AGM held on 5th September 2017.	09/09/2017