CONSTITUTION OF SCOUTS SCOTLAND

(also known as The Scottish Council, The Scout Association)
Registered Scottish Charity SC017511

Effective from 2 November 2024

This Constitution was approved by Scouts Scotland at its Annual General Meeting held at Inverkeithing High School on Saturday 2nd November 2024. It was sanctioned by the Board of the Council of The Scout Association, and with effect from 2nd November 2024 it supersedes the Constitution for Scouts Scotland as most recently amended in 2023.

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CONSTITUTION OF SCOUTS SCOTLAND

PREAMBLE

The purpose of Scouting is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

Whereas the Board of the Council of The Scout Association, incorporated by Royal Charter dated 4th January 1912 with Supplemental Royal Charters dated 28th March 1949, 18th February 1959, 5th May 1967 and 19th July 1991, is empowered in terms of its Bylaws to appoint local bodies for the management of The Association's affairs in any particular part of the United Kingdom and to delegate to them all or any of the powers of the Board, with power to sub-delegate, and it has decided to use these powers to appoint a body for the management of The Association's affairs in Scotland, therefore the said Board (without prejudice to the powers vested in it by the Royal Charter and its Bylaws to make, vary or repeal these or other orders) has approved the following Constitution for the body so appointed:-

CONSTITUTION OF SCOUTS SCOTLAND

Delegated Powers

1. The affairs of The Scout Association in Scotland shall be under the charge of Scouts Scotland, with a Board for the management of its business.

Definitions

2. The following words and expressions shall have the several meanings hereby assigned to them:
   “The Association” means The Scout Association "HQ" means the Headquarters of The Association.
   "the UK Board" means the Board of the Council of The Association (or its successor body).
   "the Council" means The Council of Scouts Scotland, also known as the Scottish Council, The Scout Association.
   Member means a person over the age of 18 years registered in Scotland as a member of the Association.
   "the Board" means the Board of the Council.
   “POR” means the current version of “Policy, Organisation and Rules” published by The Association, except for those rules amended and authorised for current use in Scotland and published from time to time as “Scottish Variations from POR”.
   “Scottish Headquarters” means the Headquarters of the Council.

THE COUNCIL

Powers

3. The Council, in the exercise of its charge of the affairs of The Association in Scotland, may exercise all such powers and do all such acts and things as may be exercised or done by the UK Board provided that no change shall be competent if it is inconsistent with The Association's Royal Charter, as amended by Supplemental Royal Charters.

Composition

4. The Council shall consist of:

4.1 All Members, including the President, Vice Presidents, Secretary and Treasurer of the Council, the Chief Volunteer and the Board Chair.

4.2 The Chief Scout.

4.3 The UK Chief Volunteer.

4.4 The Chair of the UK Board.

Office Bearers

5. Scouts Scotland shall have Office Bearers each of whom shall be Members:

5.1 (a) The President and Treasurer of the Council and the Board Chair, each of whom shall be elected by the Council to hold office for three years but shall be eligible for re-election at the end of their term of office. A President, Treasurer or Board Chair having served two consecutive full terms shall not be eligible for election to any office in the year of their retiral.
(b) One or more Vice Presidents of the Council, who shall hold office for five years, but shall be eligible for re-election at the end of their term of office.
(c) The Secretary of the Council, who shall be appointed by the Board.

5.2 An Office Bearer shall cease to hold office if:
(a) The Office Bearer dies.
(b) The Office Bearer resigns from such office by written notice to the Council.
(c) The Office Bearer is removed from such office by resolution of the Council at an Annual or Extraordinary Meeting.

Annual General Meeting

6. The Council shall hold an Annual General Meeting within eight months of the end of each financial year, and the place and date thereof shall be fixed by the Council at its previous Annual General Meeting with power nevertheless to the Board to determine or alter the place and date should the need to do so emerge. At least twenty-one days' notice of the Annual General Meeting of the Council shall be given to all members of the Council.
7. The business of the Annual General Meeting of the Council shall be to receive, the Annual Report of the Board, including audited Accounts and associated financial statements, to elect Office-Bearers, and to receive a report on the election of members to the Board in accordance with Clause 16. All other business transacted at an Annual General Meeting shall be deemed special and shall be included if required by the Board or if requested by a Regional or District Scout Council provided that it has so resolved at a meeting and the resolution has been given in writing to the Secretary with at least sixty days' notice. All business shall be intimated to Members on the notice convening the Meeting.
8. Nomination for election of Chair, Treasurer and Vice Presidents may be proposed by the Board in accordance with the Bylaws of the Board, or by a motion from a Regional or District Scout Council and shall be intimated in writing to the Secretary with at least sixty days' notice. The names of those proposed as Office Bearers shall be given in the notice convening the Meeting. If more than one person has been proposed for the same office, other than as a Vice President, election to the office shall be by vote at the Meeting.
9. Nominations for the election of President will be from the Scottish Board or any Regional Scout Council and shall be intimated in writing to the Secretary with at least sixty days' notice. The names of those proposed as President shall be given in the notice convening the meeting. If more than one person has been proposed, election to the office shall be by vote at the meeting.

Extraordinary Meeting

10. An Extraordinary Meeting of the Council shall be called at any time if requested by the President of the Council, by the Board, or by two or more Regional Scout Councils acting jointly, provided that each such Regional Scout Council has so resolved at a meeting and its resolution has been given in writing to the Secretary. In each case the request for an Extraordinary meeting shall be accompanied by a note of the business to be considered by the meeting and the Secretary shall call the meeting within ninety days of receipt of the request. At least fourteen days' notice of an Extraordinary Meeting of the Council shall be given to all members of the Council. All business thereat shall be intimated to members on the notice convening the Meeting.

Proceedings of the Council

11. Meetings of the Council shall be conducted in accordance with the provisions of this Constitution.

11.1 Meetings of the Council may take place at such concurrent locations as are determined by the Board from time to time where the members of the Council present at such permitted locations may participate in such manner as permits those attending to see, hear and comment on the proceedings.

11.2 The President shall chair meetings of the Council. In the absence of the President the Board Chair shall chair meetings, and in his or her absence the Council shall elect a Chair from the members.

Quorum and Voting

12. A quorum at any meeting of the Council shall consist of thirty members of the Council. Each member of the Council shall have one vote. No such member shall vote by proxy. Any resolution being determined by those persons present at a meeting of the Council shall be decided by a show of hands at the meeting, such votes being verified by tellers appointed for that purpose by the Board and being personally present at each permitted location. For the purpose of votes for the election of Board members and for the alteration of the Constitution, such votes may be held electronically in advance of the relevant meeting of the Council in such manner, as is specified in the Bylaws. The result of such a vote shall be declared at the relevant meeting. In connection with all votes the Chair of any meeting of the Council shall have a deliberative vote but shall not have a casting vote. In the event of a tied vote the proposal in question shall fall. In the event of a tied vote for an election to any office or to the Board the matter shall be resolved by lot.

THE BOARD

Powers

13. The management of the business of Scouts Scotland shall be vested in the Board which may exercise all such powers and do all such acts and things as may be exercised or are done by the Council so far as the same are not specially reserved to the Council or under the Constitution required to be exercised or done by the Council; and without prejudice to the generality the Board shall have power to determine the annual membership fee for Scotland and by agreement with the UK Board the amount of annual membership subscription payable to HQ.

14. The members of the Board shall serve as charity trustees for Scouts Scotland (other than the Chief Executive Officer of Scouts Scotland), and in that capacity they shall act always in compliance with the requirements of Scottish charity law and shall have the fullest powers to administer and manage Scouts Scotland's affairs in furtherance of its charitable purposes, "....provided that Scouts Scotland's income and assets are to be applied solely for the purposes, management and administration of Scouting, and do not belong to the members. No part of the income or property of Scouts Scotland shall be paid or transferred (directly or indirectly) to the members or to any individual by way of dividend, bonus or otherwise, except in the circumstances set out in (v) and (vi) following. In particular, but without limitation, the Board shall have power " subject to appropriate disclosure in the next Annual Report, (i) to lend and to borrow, (ii) to invest widely, (iii) to award grants, including grants to one or more of their number, (iv) to engage one or more of their number or their relations, either directly or through a connected company or firm, to provide on a commercial basis services which they are suitably qualified to provide, (v) to grant honoraria, including honoraria to one or more of their number and (vi) to reimburse one or more of their number from the Council's funds for all or part of any expenses reasonably incurred in the course of their duties.

Bylaws & Rules

15. (a) The Board may enact and from time to time alter such Bylaws as it may deem necessary for the election of members in terms of Clause 16(e) hereunder, for the regulation of its procedures and the powers and procedures of its sub-committees, provided that changes in the Bylaws shall be reported to the next Annual General Meeting of the Council.

(b) The Board may also make and from time to time alter Rules for the regulation of the Scout Movement throughout Scotland including the conduct of the business of Regional and District Scout Councils and the holding of heritable or moveable property by the Council, Regional Scout Councils, District Scout Councils and Scout Groups.

Composition

16. The Board shall consist of:

(a) The Chief Volunteer of Scotland.
(b) The Board Chair.
(c) The Treasurer.
(d) The Scotland Youth Lead.
(e) The Chief Executive Officer of Scouts Scotland, who shall not be entitled to vote.
(f) Six Members nominated and elected in accordance with the Bylaws of the Board which shall require that there shall not be more than one elected member of the Board from any Scout District holding a Scout appointment in that District. Of the elected members of the Board, one-third shall retire at the Annual General meeting in each year in accordance with the Bylaws of the Board. Retiring members of the Board may be nominated for a further consecutive term. A member of the Board who has served two consecutive full terms shall not be eligible for re-election to the Board or as an Office Bearer in the year of their retiral.
(g) Two further persons identified by the Board and appointed by the Council from within or outside the membership of the Scout Association. These members of the Board will be appointed for a three-year term for a maximum of two consecutive terms.
(h) Two people aged 16 and under 25 at the date of co-option, who is co-opted for one year in accordance with the Bylaws of the Board.
(i) Up to two persons co-opted in accordance with the Bylaws of the Board.
(j) No person holding a paid appointment within The Association other than as provided in (e) above may be a member of the Board.
(k) No person holding a role in the Scotland Leadership Team other than provided for in (a&d) above may be a member of the Board.

The Board may invite other persons to attend its meetings for specific purposes, but persons so invited shall not be entitled to vote.

Casual Vacancies

17. The Board shall have power to fill casual vacancies in its membership or among the Office Bearers by interim appointment until the next Annual General Meeting.
HQ Representation.

18. The UK Board shall, on giving reasonable notice, have the right to send a representative to attend any Meeting of the Board, and such representative shall be entitled to bring up any matter thereat as though a member thereof, but shall not have the right to vote. The Board shall have a similar right to send a representative to attend any Meeting of the UK Board, with the like power and disability, provision being made for mutual notification of meetings.

Annual Report

19. The Board shall submit to the Annual General Meeting a report upon the work of Scouts Scotland during the past year.

Annual Accounts

20. The Annual Accounts and associated financial statements submitted to the Annual General Meeting shall be audited by a suitably qualified chartered accountant or firm of chartered accountants appointed annually by the Board.

Committees

21. (a) The Strategy and Delivery Committee and the Business Committee shall be committees responsible to the Board.
(b) The Board shall appoint annually, in accordance with the Bylaws of the Board, members of the Business and Strategy and Delivery Committees.
(c) Any member of the Board other than the Chair, Chief Volunteer or Chief Executive Officer can be appointed annually by the Board, in accordance with the Bylaws of the Board to Chair the Strategy and Delivery Committee and the Business Committee.
(c) The Board may appoint any other Committees which it considers necessary or desirable and shall appoint the Chairs of all such Committees and shall establish the terms of reference for such Committees including its purposes, composition and quorum.
(d) Members of Committees need not be members of the Board.

22. A Co-ordinating Group comprising the Chairs of the Board, Strategy and Delivery Committee and the Business Committee; the Treasurer; the Chief Volunteer of Scotland; and the Chief Executive Officer, shall oversee and co-ordinate the business of the Board and its Committees between Board meetings.

STAFF

23. The Board may appoint a Chief Executive Officer and other paid staff to Scouts Scotland for such periods and on such conditions as it may determine.

LEAD VOLUNTEERS

24. The Chief Volunteer of Scotland is appointed by the UK Board after consultation with the Board. All other Volunteer appointments at Scouts Scotland shall be made by the Board on the recommendation of the Chief Volunteer of Scotland.

FUNDS

25. The funds of Scouts Scotland shall be raised by such means as the Board may deem necessary or expedient. The powers of investment of Scouts Scotland shall be the same as those vested in The Association by its Royal Charter and Supplemental Royal Charters.

ALTERATIONS TO THE CONSTITUTION

26. No alterations shall be made to the Constitution except by resolution of the Council passed by two-thirds of those present and voting in this connection in accordance with the provisions of the Constitution. Alterations to the Constitution may be proposed by the Board or a Regional Scout Council. Particulars of the proposed change(s) must accompany the notice calling the meeting at which the result of the vote will be declared. No alteration to the Constitution shall take effect until the sanction thereto of the UK Board has been obtained.