

## Girlguiding Surrey East County Constitution

### 1. Name

- 1.1 Girlguiding Surrey East is the operating name of The Guide Association Surrey East. Charity reference number 305818.

### 2. Function

- 2.1 The executive committee for Girlguiding Surrey East, hereafter referred to as the 'county executive committee' is a committee approved by Girlguiding for the management of the association's affairs in Surrey East.
- 2.2 The county 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 and bye-laws, ensuring alignment with the code of conduct, programme and strategy as defined on the Girlguiding UK website.
- 2.3 The voting members of the county executive committee are the charity trustees of Girlguiding Surrey East in accordance with the relevant provisions of the Charities Acts.

### 3. Membership of the county executive committee

- 3.1 The county executive committee shall have the following members:

Ex-officio Trustees:

- County commissioner
  - Assistant county commissioner(s) (if appointed)
  - Division commissioners of the six divisions which make up Girlguiding Surrey East
  - County training adviser
  - County outdoor activity adviser
  - County treasurer.
- 3.2 Where an ex-officio trustee's role is shared, 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.
  - 3.3 Each trustee has one vote. Where an individual is an ex officio trustee holding several roles (ie they are a trustee because they hold a certain role), they shall have one vote only

3.4 Unless otherwise stated, all references to the county executive committee henceforth refer to meetings attended by or decisions made by the Trustees, as set out in 3.1.

3.5 In addition, the following shall attend who are not trustees:

- County secretary (if appointed)
- County minutes secretary (if appointed / distinct from the county secretary)
- Chair of Faurefold committee
- County communications and PR adviser

3.6 The following may also be invited to attend the county executive committee at a frequency the county commissioner and county executive committee determines:

- The county president
- All county appointment holders and advisors
- District commissioners from the districts which make up the six divisions of the county
- The county trefoil guild chair
- Any guest speakers or persons relevant to items of discussion on the agenda

#### **4. Trustees**

4.1 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 division commissioners and county appointment holders, the term of appointment as determined by the county commissioner(s).

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

4.3 A trustee must act at all times in the best interests of Girlguiding Surrey East as a charity, in accordance with the requirements of the Charities Acts.

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

4.5 Trustee appointments are personal to the trustee and cannot be substituted. If an ex-officio trustee cannot attend a meeting, a substitute may attend with the agreement of the chair, but they cannot vote.

## **5. Chair of meetings**

- 5.1 The county commissioner shall chair all meetings of the county committee.
- 5.2 In her absence, the assistant county commissioner shall chair, or if more than one is appointed, they will agree between them which assistant county commissioner will chair.
- 5.3 If neither are present or an assistant county commissioner is not appointed, the county commissioner shall choose a chair for that meeting.

## **6. Convening meetings**

- 6.1 The county commissioner shall convene the county executive committee at least three times each year.
- 6.2 Written notice (by email or other written means) shall be given to the members of the committee and anyone else invited to attend not less than one week before the date of the meeting, specifying the agenda for 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.
- 6.3 Meetings of the county executive committee may take place in person, by telephone conference, by video conference or by other means agreed by a simple majority of the committee. By announcing herself as present, a member is deemed to be present and is counted in the quorum.
- 6.4 The chair may request a trustee, member or attendee of the county executive committee to withdraw from the meeting during discussion of any item. A vote may take place in the absence of any trustee, member or attendee who has been asked to withdraw. The chair may recall any trustee or attendee of the county executive committee to attend a discussion or part of a discussion.

## **7. Voting and substitutes**

- 7.1 Unless otherwise directed by the chair, only the members of the county executive committee stated at 3.1 (the trustees) shall be entitled to vote.
- 7.2 Each member stated at 3.1 has one vote each. Decisions shall be made by a majority of votes of the trustees present. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

## **8. Quorum**

- 8.1 There shall be a quorum if at least one third of the voting members (the trustees) are present, including the chair.

## **9. Minutes**

- 9.1 The minutes of the meeting shall be circulated to all trustees and members of the county executive committee and to the chief commissioner for Girlguiding London and South East England. The chair has the power to direct that the minutes, or part of the minutes, shall be confidential to the trustees and members of the county executive committee, and the chief commissioner for Girlguiding London and South East England, if she deems it appropriate. In the situation, a summary of the decisions made at the meeting may be made and circulated to members of Girlguiding Surrey East.

## **10. Urgent business**

- 10.1 In circumstances where a decision is required which cannot wait until the next scheduled meeting of the county executive committee, a decision may be made by sending a written report, including the recommendation and the reasons for urgency, to the trustees by email. The trustees shall be requested to respond expressly, within the given date, with their views and vote. Any trustee not responding to the email 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.
- 10.2 In the event of an equality of votes, the chair of the executive committee/trustee board may exercise a second or casting vote.
- 10.3 The decision shall be ratified at the next available meeting of the committee.

## **11. Responsibilities of the county executive committee**

11.1 The primary responsibilities of county executive committee shall include, but not be limited to, the following:

- a. To administer Girlguiding Surrey East 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 Surrey East;
- c. To ensure that the national Girlguiding strategy is delivered throughout Surrey East;
- d. To be responsible for the finances of Girlguiding Surrey East, in accordance with paragraph 11.2 below;
- e. To manage Girlguiding Surrey East effectively by setting and approving plans and budgets to achieve the objectives above, and monitoring performance against such plans and budgets;
- f. To regularly review the risks to which Girlguiding Surrey East is subject and agree or ratify all policies and decisions on matters which might create significant risk to Girlguiding Surrey East, such as finance or reputation;
- g. To act as a channel of communication between the county executive committee and the members of Girlguiding Surrey East.

11.2 The financial responsibilities of the county executive committee shall include, but not be limited to, the following:

- a. To manage the finances of Girlguiding Surrey East 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 Surrey East 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 annual general meeting may take place at the same meeting of the county executive committee provided that:

- The meeting has been convened in accordance with the constitution;
  - The auditor/reviewer has signed the accounts and has raised no issues which remain unresolved;
  - There are no amendments to the accounts, the auditors/reviewers statement or the report, other than for clarification.
- d. To procure trustee indemnity insurance as permitted under the Charities Acts.
- e. To administer all funds, securities and other assets belonging to Girlguiding Surrey East and to receive donations, endowments and gifts.

## **12. Bank accounts**

- 12.1 Girlguiding Surrey East shall open bank accounts as required to fulfil its charitable purposes. These bank accounts shall be held in its name.
- 12.2 The signatures on all and any bank accounts must include the county commissioner and county treasurer and, where appropriate, active members of the sub-committee or working group.
- 12.3 All payments and authorisations on bank accounts shall be operated on the signatures or authorisation of at least two signatories.

## **13. Sub-committees and working groups**

- 13.1 The county executive committee may set up sub-committees and working groups as it deems necessary from time to time.
- 13.2 All sub-committees and working groups shall have terms of reference including duration, purpose and membership, which are to be ratified by the county executive committee.
- 13.3 The county executive committee and / or the county commissioner can suspend at any time any sub-committee or working group by notification to its members.
- 13.4 Chairs of any sub-committees and working groups are appointed by the county commissioner for an initial period not exceeding five years with the possibility of extending this period for a maximum of two years.
- 13.5 The appointment of members to sub-committees and working groups shall be by the chair in conjunction with the county commissioner. The chair of each sub-committee and working group shall submit the names of the proposed members to the county commissioner for approval

before the appointments are made. All appointments (chairs and members) shall be subject to ratification by the county executive committee.

- 13.6 If appropriate, chairs and members appointed under 13.4 and 13.5 do not need to have been previous members of Girlguiding, but should, upon appointment, become registered volunteers and the county commissioner must satisfy herself of their suitability for the role prior to commencement.
- 13.7 The county commissioner (or her representative) are ex officio members of all sub-committees and working groups.
- 13.8 Where sub-committees and working groups are allocated financial resources, they shall appoint a volunteer with responsibility for the finances who shall liaise closely with the county treasurer in order to fulfil charity law requirements and the prompt filing of accounts.
- 13.9 Sub-committees and working groups should take minutes of all meetings which shall be shared with the county commissioner, and if requested, the county executive committee.

#### **14. Faurefold campsite and holiday house**

- 14.1 Faurefold is Girlguiding Surrey East's leased property and campsite on Lince Lane, Westcott, RH4 3LX.
- 14.2 The Faurefold site is leased from Girlguiding London South West on a 21 year lease which commenced in 2013.
- 14.3 The day to day running of the site is the responsibility of the Faurefold management committee which is a sub-committee of the Girlguiding Surrey East county executive committee and has a separate constitution.

#### **15. Business continuity and disaster recovery**

- 15.1 The county executive committee shall take steps to ensure it has suitable business continuity arrangements in place in the event of a disaster.
- 15.2 All critical documentation shall be kept in at least two locations, preferably one being in hard copy and a second in a separate, unrelated, electronic version.
- 15.3 This includes, but is not limited to, copies of the constitution, annual reports, annual accounts, minutes of meetings, the lease and other documentation relating to Faurefold, and details of bank accounts and signatories.

## 16. Changes to the constitution

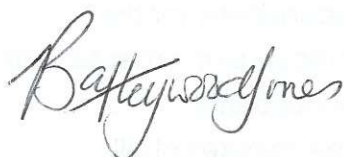
16.1 This constitution may be revised by a simple majority of votes by trustees present at a special meeting of the county executive committee convened for this purpose by notice in writing, which shall be sent to each member of the county executive committee as defined at 3.1.

16.2 A minute of any change in the constitution shall be signed by the County Commissioner and one other trustee, dated and deposited at Girlguiding London and South East England headquarters.

This constitution was approved by a meeting of Surrey East County on 16<sup>th</sup> November 2022.

Signed:

Signed:



Beverly Heywood-Jones  
County Commissioner

Liz Collier  
Trustee