




CONSTITUTION

THE GUIDE ASSOCIATION LONDON AND SOUTH EAST ENGLAND

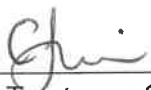
(Also known as Girlguiding LaSER)

This constitution was agreed by the Board of Trustees of Girlguiding LaSER on 24 November 2019

Signed: 
Chief Commissioner for Girlguiding London and South East England

Signed: 
Regional manager for Girlguiding London and South East England

This constitution was ratified by the Board of Trustees of Girlguiding on 14 March 2020

Signed: 
Chair of Trustees of the Guide Association

Signed: 
Trustee of the Guide Association

Registered Charity Number: 308268

GIRLGUIDING LASER CONSTITUTION

1 Purpose of the Constitution

This constitution sets out the powers of the Board and of Trustees of Girlguiding LaSER.

2 Establishment of Girlguiding LaSER

Girlguiding LaSER was established by The Guide Association (Registered Charity Number: 306016) ('Girlguiding') Board of Trustees in line with the powers delegated to them as described in Bye Law 8.2.c in the Royal Charter.

Bye Law 8.2.c

To appoint and establish such Councils, Committees or local Branches for the management of the Associations affairs in any particular part of the United Kingdom or elsewhere as may be thought fit and to be delegated to any such Councils, Committees or local Branches or to any individual member or members of the Committee all or any of the power of the Committee with or without power to sub-delegate, fill vacancies and act notwithstanding vacancies in any such Committee.

The constitution of Girlguiding LaSER must be ratified by the Girlguiding Board of Trustees.

Girlguiding LaSER is an unincorporated association whose charity trustees are its only voting members. It is a registered charity and as such complies with all aspects of Charity Law.

3 Objects

To further the charitable purposes of The Guide Association (incorporated by Royal Charter with charity registration number 306016) by instructing girls of all classes in the principles of discipline, loyalty and good citizenship.

4 Role of the Board of Trustees

To direct the business of Girlguiding in the London and South East England Region in line with the overall aims and objectives of Girlguiding.

Girlguiding is registered under the Companies Acts of 1903 and 1913, its governing document is the Royal Charter. The Royal Charter contains Bye-Laws which detail the powers of the Council and their Board of Trustees.

Should the Bye Laws of either Girlguiding or Girlguiding LaSER be inconsistent with the Royal Charter, the provisions of the Charter will prevail to the extent that they apply to the governance of Girlguiding LaSER.

5 General Powers

The general powers of the Girlguiding LaSER Board of Trustees are:

- a. To hire, purchase or otherwise acquire any property, rights or privileges to which Girlguiding LaSER is authorised to acquire at such price and generally on such terms and conditions as the Board of Trustees thinks fit. All property should be registered with the Trust Corporation.
- b. To accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with all property and rights for Girlguiding LaSER.
- c. To appoint for permanent, temporary or special services, and at the Board of Trustees discretion, remove or suspend such employees, consultants and agents as may from time to time be thought fit and to determine their powers and duties and salaries, fees, retainers or other emoluments.
- d. To receive and accept donations, endowments and gifts. To use these assets as directed by terms given.
- e. To borrow or raise money with or without security for the purposes of Girlguiding LaSER.
- f. To invest money not immediately required for its objects in or upon any investments, securities or property, and to give guarantees.
- g. To insure the property of Girlguiding LaSER against any foreseeable risk and take out other insurance policies to protect Girlguiding LaSER when required.
- h. To make and carry out arrangements for joint working or co-operation with any society or body as the Board of Trustees see fit.
- i. To make grants of money.
- j. To set aside funds for special purposes or as reserves against future expenditure.
- k. To employ paid or unpaid agents, staff or advisers.
- l. To enter into contracts to provide services to or on behalf of other bodies.
- m. To establish or acquire subsidiary companies to assist or act as agents for Girlguiding LaSER.
- n. To do anything else within the law which promotes or helps to promote the objects.

6 The Board of Trustees

(i) Composition of the Board

The Board of Trustees shall be a minimum of ten and a maximum of thirteen Trustees.

Voting members	Appointed By	Type of Trustee
Chief Commissioner	Chief Guide	Ex Officio
1 Deputy Commissioner	Chief Commissioner	Ex Officio
2 Steering Group Representatives	Steering Group	Ex Officio
4 Membership Trustees	Board of Trustees	Elected
1 or 2 External Trustees	Board of Trustees	Elected
Trustee Treasurer	Board of Trustees	Elected
Up to 2 other Trustees	Board of Trustees	Elected

The Senior Staff Member will attend Board meeting as an ex-officio non-voting member. Where there are two or more Deputy Chief Commissioner the other (s) may attend as representatives of the Operations Group with no voting rights. The Board of Trustees can invite experts, staff members, volunteers or any other type of guest along to meetings as they see fit. Those invited will have no voting rights.

Trustees derived from the membership will comprise at least two members from the 18-30 year age group.

(ii) Eligibility for Trustees

A Trustee must have reached the age of 18 and no Trustee may be an employee of Girlguiding LaSER or have been an employee of Girlguiding LaSER in the two years prior to appointment.

(iii) Terms in Office for Trustees

Trustees with the exception of the Chief Commissioner and any Deputy Commissioner shall be appointed for a term of up to three years and may be reappointed for a second term up to a maximum of two further years.

No Trustee may be reappointed after serving for a further two years unless the Board of Trustees agrees that there are exceptional circumstances which justify that Trustee being reappointed for a further one year. The reappointment of Trustees, excepting the Chief and Deputy Commissioners and the Steering Group representatives shall be undertaken by the Board of Trustees.

The term of the Chief Commissioner shall be five years, unless extended by the Chief Guide. The term of the Deputy Commissioner will finish in line with the role end date of the Chief Commissioner. The term of Steering Group representatives will be for two years.

(iv) Elections Sub Committee

A sub-committee will be appointed by the Board of Trustees for the recruitment of Elected Trustees as and when elections arise. The sub-committee is appointed on an election by election basis.

The nominations recommended from this sub-committee will be considered and ratified by the Board of Trustees. The Chief Commissioner or her nominated Deputy shall Chair this sub-committee.

(v) Validity of Trustee actions

A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken by the Trustees.

7 Proceedings of the Board of Trustees

(i) Quorum

The quorum for meetings of the Board of Trustees shall be five Trustees.

(ii) Voting

Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the Board of Trustees shall have a second or casting vote.

If a trustee is unable to attend a meeting, they may delegate their vote to another trustee to vote by proxy.

In the case of a teleconference, voting can take place verbally.

(iii) Chair

- a. The Chief Commissioner shall be the Chair of the Board of Trustees unless she appoints the Deputy Commissioner to act as Chair in her place. She may also appoint a Vice Chair to take the chair in the absence of the Chair.
- b. Either alternative Chair appointment outlined in (a) shall be made for a specified term of office with the agreement of the Board of Trustees.
- c. In the absence of the Chair (and Vice Chair if appointed) the Trustees present shall choose one of their number to take the chair.

(iv) Participating in Trustees' meetings

Meetings of the Trustees shall be held either in person or by telephone, televisual or other electronic or virtual means agreed by the Trustees in which all participants may communicate simultaneously with all other participants.

(v) Irregularities

A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees or by written resolution.

(vi) Written resolution

- a. A written resolution signed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.
- b. A written resolution may be contained in more than one document and will be treated as passed on the date of the last signature or date of the last agreement received by email from his or her usual email address.
- c. A Trustee signifies agreement to a proposed written resolution either by signing it in hard copy form or by indicating his or her agreement by email sent from his or her usual email address.

8 Exercise of Powers

- d. The Board of Trustees may appoint groups and sub-committees consisting of one or more Trustees and persons who are not Trustees.
- e. The Board of Trustees may delegate any of its power to an individual member or members of the Board of Trustees or to a sub-committee/group consisting solely of Trustees.
- f. Each such member or group or sub-committee shall in the exercise of the power so delegated conform to any regulation that may from time to time be imposed upon such Trustee or group or sub-committee by the Board of Trustees.
- g. The Board of Trustees may delegate the management of investments to an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets

Act 2000 (or any statutory modification or re-enactment thereof) (a 'Financial Expert') provided that:

- the investment policy is set down in writing for the Financial Expert by the Trustees;
- every transaction is reported promptly to the Trustees;
- the performance of the investments is reviewed regularly by the Trustees;
- the Trustees are entitled to cancel the delegation arrangement at any time;
- the investment policy and the delegation arrangements are reviewed at least once a year;
- all payments due to the Financial Expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- the Financial Expert may not do anything outside the powers of the Trustees.

9 Disclosure of interests and management of conflicts of interest

Whenever a Trustee has a personal interest in a matter to be discussed at a meeting, and whenever a Trustee has an interest in another organisation whose interests are reasonably likely to conflict with those of Girlguiding LaSER in relation to a matter to be discussed at a meeting, he or she must:

- a. declare an interest before discussion on the matter begins;
- b. withdraw from that part of the meeting unless expressly invited to remain;
- c. in the case of personal interests not be counted in the quorum for that part of the meeting; and
- d. in the case of personal interests withdraw during the vote and have no vote on the matter.

10 Cessation of Membership of the Board of Trustees

Any member of the Board of Trustees shall vacate office and cease to be a Trustee if:

- a. They are disqualified under the Charity Act 2011 or any other legislation from acting as a trustee of a charity.
- b. A bankruptcy order is made against them or an order is made in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy.
- c. The Board of Trustees reasonably believe they have become physically or mentally incapable of managing their own affairs and they resolve that they be removed from office.
- d. They resign by notice of writing to the Board of Trustees (but only if at least five Trustees will remain in office when the notice of resignation is to take effect).
- e. In the opinion of the Board of Trustees, they bring the Guide Association or the Girlguiding movement, into disrepute through their words or actions by acting contrary to Girlguiding's

volunteer Code of Conduct, policies or procedures; and/or, have had their membership of Girlguiding withdrawn, and the Trustees therefore resolve they be removed from the Board.

- f. In the case of the Chief Commissioner, Deputy Commissioner/s and Assistant Commissioner/s if appointed, the Chief Commissioner ceases to hold office.
- g. When the Board of Trustees, by a majority of two thirds of those present and entitled to vote at a meeting duly convened for that purpose resolve that they should step down as a member of the Board. In the case of the Chief Commissioner, the Chief Guide should be consulted as the Chief Commissioner is appointed by the Chief Guide.

11 Appointments

(i) Officers

The appointment of the Chief Commissioner shall be undertaken in accordance with regulations determined by Girlguiding.

(ii) Secretary

A member of staff will act as administrative Secretary to the Board of Trustees, unless the Board of Trustees decide otherwise.

The senior member of staff will prepare the papers for the Board.

(iii) Senior Salaried Staff

The Board of Trustees will appoint the senior member of staff for Girlguiding LaSER.

(iv) Senior Volunteers

Senior volunteer roles are appointed by the Chief Commissioner.

Senior volunteers representing the Operations Group may be invited to meetings of the Board of Trustees but will not have voting rights.

12 Accounts

- a. The Board of Trustees shall cause true accounts to be kept of the receipts and expenditure of Girlguiding LaSER and the matters in respect of which such receipts and expenditure takes place and of the assets, credits and liabilities of Girlguiding LaSER.
- b. Every year the Board of Trustees will review and ratify the Trustee Annual Report which includes the Annual Accounts.

13 Audit

- a. The auditors shall be appointed and their remuneration agreed by the Board of Trustees.
- b. It shall be the duty of every officer and servant of Girlguiding LaSER to give the auditors such information and explanations as they may require.

14 Regulations

The Trustees shall have power from time to time to make rules or regulations consistent with this deed for the management and administration of Girlguiding LaSER including without limitation their proceedings, the proceedings of committees and the operation of bank accounts.

15 Amendment

The Trustees may amend the provisions of this constitution, provided that:

- a. any amendments may only be made to the powers exercisable by the Trustees in the administration of the charity, or regulating the procedure to be followed in any respect in connection with its administration;
- b. no amendment may be made without the prior consent in writing of Girlguiding;
- c. no amendment may be made which has the effect of Girlguiding LaSER ceasing to be a charity at law; and
- d. Any amendment shall be made under the authority of a resolution passed at a meeting of the Trustees.

The Trustees shall conform to any regulations that may from time to time be made by the Girlguiding Board of Trustees.

16 Dissolution

The Girlguiding Board of Trustees shall be at liberty to rescind this constitution.

17 Groups and committees

The Board of Trustees of Girlguiding LaSER may delegate authority to groups and committees.

Specific details concerning the operation, roles and responsibilities of these groups and committees are set out in their Terms of Reference which are approved by the Board of Trustees but do not form part of this constitution.