

CONSTITUTION

The Guide Association Anglia Region England

(Also known as Girlguiding Anglia)

This constitution was agreed by the Board of Trustees of The Guide Association Anglia Region on 21 March 2021

This constitution was ratified by the Board of Trustees of Girlguiding on 8 June 2021

Registered Charity Number: 278508

Girlguiding Anglia Constitution

1. Purpose of the Constitution

This constitution sets out the governing structure and the powers of the Board and of Trustees of Girlguiding Anglia.

2. Establishment of Girlguiding Anglia

Girlguiding Anglia 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.

'The Guide Association Anglia Region' has the operating name 'Girlguiding Anglia' and is also referred to as 'the region' in the text below.

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.

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

No amendment to the provisions of this constitution shall be made or have effect without the prior consent of Girlguiding.

Girlguiding Anglia 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. Aim

To further the charitable purposes of The Guide Association (incorporated by Royal Charter with charity registration number 306016) by helping girls and young women to develop emotionally, mentally, physically and spiritually so that they can make a positive contribution to their community and the wider world according to the principles of the Association, and to facilitate Guiding for girls and young women across Anglia region as set out in the current issues of:

- The Royal Charter and Bye Laws
- Girlguiding policies and procedures.

4. Role of the Board of Trustees

To direct the business (principles, aims, policy, organisation, rules and guidelines) of Girlguiding in Anglia Region in line with the overall aims and objectives of Girlguiding.

5. Function

The primary functions of the Girlguiding Anglia Board of Trustees shall include, but not be limited to:

- a. Responsibility for setting Girlguiding Anglia's strategy and directing delivery, through the agreement of strategic priorities and reporting processes.
- b. To facilitate or implement any other activities which further the aim.
- c. To foster the growth and spirit of The Guide Association, uphold and apply its values and principles of equality and diversity across Anglia region.
- d. To ensure all relevant information to and from Girlguiding Anglia and Girlguiding Board of Trustees is effectively communicated.
- e. To have responsibility for and oversee the finances, in accordance with charity commission requirements for charity finances.

- f. To manage Anglia region effectively by approving policies, plans and budgets to achieve its objectives and monitor performance against them.
- g. To ensure Anglia region complies with all relevant legislation, regulations and reequipments of the Charities Commission and The Guide Association.
- h. To be responsible for the selection and appointment of the Senior members of staff.
- i. To set and maintain a framework of delegation and internal control.
- j. To regularly review the Anglia Region risk register, and ensure risks are mitigated.

Finance

The finance responsibilities shall include but not be limited to:

- k. To appoint on the recommendation of the Chief Commissioner a Region Treasurer to serve a term of 3years with an option to extend to 5years.
- l. To act prudently to protect the assets and property of Anglia region, and ensure they are used to deliver its objectives.
- m. To hire, purchase or otherwise acquire any property, rights or privileges to which Girlguiding Anglia 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.
- n. To accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with all property and rights for Girlguiding Anglia.
- o. To receive and accept donations, endowments and gifts. To use these assets as directed by terms given.
- p. To borrow or raise money for the purposes of Girlguiding Anglia.
- q. To invest money not immediately required for its objects in or upon any investments, securities or property, and to give guarantees.

- r. To insure the property of Girlguiding Anglia against any foreseeable risk and take out other insurance policies to protect Girlguiding Anglia when required.
- s. To make and carry out arrangements for partnership/ joint working or co-operation with any society or body as the Board of Trustees see fit.
- t. To make grants of money.
- u. To set aside funds for special purposes or as reserves against future expenditure.
- v. To enter into contracts to provide services to or on behalf of other bodies.
- w. To establish or acquire subsidiary companies to assist or act as agents for Girlguiding Anglia.
- x. To open bank or building society accounts in the name of Anglia region from time to time as considered expedient.
- y. To do anything else within the law which promotes or helps to promote the objects.

6. Accounts

- a. To manage the finances of Anglia region in such a way ensure solvency and financial strength, and to ensure that proper accounts are kept and audited once a year in accordance with the requirements of the Charities Act.
- b. Every year the Board of Trustees will review and approve the Trustee Annual Report which includes the Annual Accounts. In readiness for this the Region Chief Commissioner, alongside the Region Treasurer and Finance Manager will prepare the annual statement for Financial activities and present them to the Anglia Board of Trustees for approval following the end of each financial year.

7. Audit

- a. The auditors shall be appointed, and their remuneration agreed by the Board of Trustees.

- b. It shall be the duty of the Trustees and staff of Girlguiding Anglia to give the auditors such information and explanations as they may require.

8. Application of income and property

The income and property of the charity shall be applied solely towards the promotion of the objects.

- a. A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- b. A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

9. The Board of Trustees

(i) Composition of the Board

Voting members	Appointed By	Type of Trustee
Chief Commissioner	Chief Guide	Chair / Vice Chair
Deputy Chief Commissioner	Chief Commissioner	Chair / Vice Chair
Region Treasurer	Board of Trustees	Voting member
Three Anglia Region County Commissioners	County Commissioners Forum	Elected member
Two Anglia region appointment holders	Board Trustees	Elected member
Three grassroots leaders from Anglia region	Board Trustees	Elected member
One external Trustee	Board Trustees	Elected member

The administration of the meeting will be undertaken by a member of the Region office team appointed to undertake this task. Where there are two or more Deputy/Assistant Chief Commissioners the other(s) may attend as representatives of the Chiefs team 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 are derived from both the membership and one external appointment and we will endeavour to recruit at least three members from the 18-30-year age group. All appointments will be considered prior to recruitment of Trustees and committee members to enhance skills and knowledge base of the board or committee.

Elected County Commissioners shall be elected by the County Commissioners of the Region, to serve a period of 3 years or until the expiration of their appointment.

(ii) Eligibility for Trustees

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

(iii) Terms in Office for Trustees

Trustees, except for the Chief Commissioner and any Deputy/Assistant 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 (5 years in total) 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/Assistant Commissioners, 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, or within 6 months.

Anglia Board of Trustees shall establish and may from time to time vary the procedure for the election of elected member and external Trustees.

(iv) Sub Committees

Anglia Board of Trustees may set up and disband sub committees of the Anglia Region as it may from time to time deem necessary. Authority for certain aspects of Anglia Region responsibilities may be delegated by the Anglia Board of Trustees to a subcommittee which may act on its behalf, the Anglia Board of Trustees shall retain ultimate accountability for the decisions taken.

The chair of a sub-committee will be appointed by the Board of Trustees who shall determine whether or not the sub-committee is to have a formal written Terms of Reference and reporting back procedures, and if so must ratify these and any amendments to them.

(v) Ad hoc committees and task and finish groups

The Chief commissioner, with the approval of Anglia Board of Trustees Committee, may set up and disband ad hoc committees as required from time to time for specific tasks of other purposes and appoint a chair.

(vi) 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.

10. Proceedings of the Board of Trustees

(i) Quorum

The quorum for meetings of the Board of Trustees shall be two thirds of voting 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.

In the event of the Board not being quorate or a decision is required urgently a decision between meetings can be presented to all Trustees who will be invited to vote on the decision.

(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 conferencing or virtual platform 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 (decision between meetings)

- 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.

11. Exercise of Powers

- a. 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.
- b. 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
- c. 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:
 - d. the investment policy is set down in writing for the Financial Expert by the Trustees;
 - e. transactions are reported promptly to the Trustees;
 - f. the performance of the investments is reviewed regularly by the Trustees;
 - g. the Trustees are entitled to cancel the delegation arrangement at any time;
 - h. the investment policy and the delegation arrangements are reviewed at least once a year;
 - i. 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

- j. the Financial Expert may not do anything outside the powers of the Trustees.

12. 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 Anglia in relation to a matter to be discussed at a meeting, they 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.

13. 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. 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.

14. Appointments

(i) Officers

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

(ii) Secretary

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

(iii) Senior Salaried Staff

The Board of Trustees will appoint the Executive Manager for Girlguiding Anglia and be involved in the recruitment of other senior managers of staff .

(iv) Region Lead Volunteers

Region Lead Volunteer roles are appointed by the Chief Commissioner.

Region Lead Volunteers representing the Operations Group may be invited to meetings of the Board of Trustees but will not have voting rights.

(v) President and Vice Presidents

The Chief commissioner with the approval of the Anglia Board of Trustees may invite a President (or Vice Presidents) of Anglia region to serve for a term of 3 years with an extension of 2 years. Following the expiration of each term of appointment it must be renewed by the Chief Commissioner with approval of the Board of Trustees.

15. 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 Anglia including without limitation their proceedings, the proceedings of committees and the operation of bank accounts.

16. 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 or shall have effect without the prior consent of Girlguiding;
- c. no amendment may be made which has the effect of Girlguiding Anglia 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.

17. Records

A copy of this constitution, and on each occasion a minute of any change in the Constitution, shall be signed by the Chief Commissioner and Executive Manager, dated and deposited at The Guide Association Headquarters.

18. Dissolution

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

19. Adoption

This Constitution was adopted by resolution of the Anglia Board of Trustees held on 20 March 2021 and was approved by resolution for the Board of Trustees of The Guide Association on 8 June 2021.

On behalf of Girlguiding Anglia

Signed  Region Chief Commissioner

On behalf of The Guide Association

Signed  Chair of the Board

Signed  Trustee

Date 8 June 2021