

***Agreed by Trefoil Guild Council – for approval
from Girlguiding Trustee Board***

THE CONSTITUTION OF THE TREFOIL GUILD

1 THE CONSTITUTION

1.1 In accordance with the Royal Charter and Bye-Laws of The Guide Association, the Committee of the Council of the Association has made provision for the control and management of the Trefoil Guild by means of a Constitution for the Trefoil Guild.

1.2 The Trefoil Guild shall be conducted in accordance with the Royal Charter and Bye-Laws and (subject to any specific variation in this constitution) the provisions of The Guiding Manual.

2 PURPOSE AND FUNCTION

2.1 The Trefoil Guild is an unincorporated charitable association, constituted as a branch of The Guide Association in accordance with the provisions of its Royal Charter. It has its own Constitution and Trefoil Guild Trustee Board (Trustee Board), is financially independent, is a registered charity and is administered independently.

2.2 Its aims are:

- to keep alive among members the spirit of the Guide and Scout Promises and Laws;
- to carry that spirit into the communities in which members live and work;
- to give practical, financial and moral support to Guiding and Scouting.

3 MEMBERSHIP

3.1 Membership of the Trefoil Guild is achieved through admission into membership of a branch of the Trefoil Guild ("a Guild"). There are two categories of membership: full and affiliate.

3.2 Full membership is open to anyone aged 18 years and over who:

- has been a member of The Guide or The Scout Association;

OR

- has an active role within The Guide Association;

OR

- holds an Appointment Card within The Scout Association;

OR

- is able and willing to make the Guide Promise and does so to a Guide Commissioner or Trefoil Guild Chairman;

OR

- is able and willing to make the Scout Promise and does so to a Scout Commissioner.

3.3 Affiliate membership is open to anyone aged 18 and over who, for good reason, is unable to make the Guide or Scout Promise but who subscribes to the aims and principles of the two Associations.

3.3.1 Affiliate members shall not be admitted into a Guild against the wishes of the majority of the Guild members.

3.3.2 New affiliate members may not be admitted into membership of a Guild if the existing affiliate members already make up more than 25% of the membership of that Guild.

3.4 Men may be admitted into full membership of a Guild provided a majority of the Guild members agree. If, however, a decision is taken not to admit men, such a decision may be reviewed at any time.

4 ADMINISTRATION

4.1 The administration of the Trefoil Guild throughout the United Kingdom, British Guides in Foreign Countries and The Guide Association's Branch Associations is vested in and managed and regulated by the Trustee Board.

4.2 The Trefoil Guild is financially self-supporting. Every full and affiliate member pays an annual membership subscription to the Trefoil Guild.

4.3 The Trefoil Guild Office is situated in Commonwealth Headquarters and is the office of the Trefoil Guild. The salaries of the office staff are paid from Trefoil Guild funds.

5 APPOINTMENTS

5.1 The Patron of the Trefoil Guild (if appointed):

is invited to hold office by the Board of Trustees of The Guide Association on the recommendation of the Chairman of the Trefoil Guild and of the Trustee Board.

5.2 A Vice-Patron of the Trefoil Guild (if appointed):

is invited to hold office by the Board of Trustees of The Guide Association on the recommendation of the Chairman of the Trefoil Guild and of the Trustee Board.

5.3 The President of the Trefoil Guild:

- is appointed by the Trustee Board;
- is appointed for a term to be agreed between the Chairman of the Trefoil Guild and the incoming President;
- chairs the Trefoil Guild Annual Meeting

5.4 Vice-Presidents of the Trefoil Guild (maximum of two):

- may be appointed by the Trustee Board;
- are appointed for a term of five years.

5.5 **The Chairman of the Trefoil Guild:**

- is appointed by the Board of Trustees of The Guide Association on the recommendation of the Chief Guide after full consultation with the retiring Chairman and the Trustee Board;
- is appointed for a term of five years;
- may appoint a Deputy Chairman;
- may appoint Task and Finish Groups for specific short-term projects;
- is a full member of the Trefoil Guild;
- chairs the meetings of the Trustee Board;
- is a voting member of the Trustee Board;
- is an ex-officio member of all National Trefoil Guild Committees;

- is a voting member of the Council of The Guide Association and has the right to nominate a member of the Trustee Board as an Alternate to attend meetings on her behalf;
- is eligible for expenses for all meetings.

5.6 The Deputy Chairman of The Trefoil Guild (if appointed):

- is appointed by the Trefoil Guild Chairman with the approval of the Trustee Board;
- is appointed for a term to run concurrently with that of the Trefoil Guild Chairman and to terminate on the date of retirement of the Trefoil Guild Chairman;
- is a full member of the Trefoil Guild;
- is a voting member of the Trustee Board;
- deputises for the Trefoil Guild Chairman when requested so to do;
- is eligible for expenses for all meetings.

5.7 The Honorary Treasurer of the Trefoil Guild:

- is appointed by the Trustee Board after consultation with the Chairman of the Finance & General Purposes Sub-Committee;
- is appointed for a term of five years;
- is a voting member of the Trustee Board;
- is a voting member of the Finance and General Purposes Sub-Committee;
- gives regular Financial Reports to the Trustee Board and presents the Annual Financial Report to the Trefoil Guild Annual Meeting;
- recommends to the Trustee Board the rate of the annual membership subscription for approval by them;

Following appointment by the Trustee Board, the Honorary Treasurer is entitled to act in the capacity of Honorary Treasurer in all respects.

5.8 Advisers of the Trefoil Guild:

- are appointed by the Trefoil Guild Chairman with the approval of the Trustee Board;
- are appointed for an initial term of three years, which may be extended for a further term of not more than two years;
- have a specialist role of responsibility.

5.9 Sub-Committee Chairmen

- are appointed by the Trefoil Guild Chairman with the approval of the Trustee Board;
- are appointed for an initial term of three years which may be extended for a further term of not more than two years.

5.10 Members of a Sub-Committee:

- are appointed by the Trustee Board on the recommendation of the Chairman of that sub-committee;
- are appointed for an initial term of three years which may be extended for a further term of not more than two years.

5.11 A Country/Region Chairman of the Trefoil Guild:

- is appointed by the Chief Commissioner for the Country/Region concerned in consultation with the outgoing Country/Region Chairman, the County Chairmen, the Country/Region Executive Committee and the Trefoil Guild Chairman;
- is appointed for an initial term of three years, which may be extended for a further term of not more than two years;.
- is issued with an appropriate Guide Association volunteer card.

5.12 A Country/Region Deputy Chairman of the Trefoil Guild (If appointed):

- is appointed by the Country/Region Chairman with the approval of the Trustee Board;
- is appointed for a term to run concurrently with that of the Country/Region Chairman and to terminate on the date of retirement of the Country/Region Chairman;
- deputises for the Country/Region Chairman when requested so to do;

- in the unavoidable absence of the Country/Region Chairman, may represent the Chairman as her Alternate and vote at meetings of the Trustee Board.

6 THE TREFOIL GUILD TRUSTEE BOARD (Trustee Board)

6.1 Responsibilities of the Trustee Board:

- manages and regulates the affairs of the Trefoil Guild;
- carries out its duties and responsibilities as laid down in this Constitution;
- approves, varies, repeals or annuls such rules, regulations and provisions as it deems necessary to carry out the aims of the Trefoil Guild;
- forms such sub committees as it deems necessary to carry out its functions;
- sets out in writing the terms of reference for each sub-committee;
- determines the number of members serving on each sub-committee;
- approves the rate of the annual membership subscription;
- discusses any matters which the Trefoil Guild Chairman and/or the Trustee Board may determine;
- confirms the appointment of the Trefoil Guild staff;
- prepares an annual report of the year's activities for the Annual Meeting;
- appoints the auditor/independent examiner;
- approves the annual year end accounts prior to submission to the auditor or independent examiner appointed for final signature;
- in the absence of the Chairman, chooses a Chairman from among its voting members.

6.2 Membership of the Trustee Board:

Voting members who shall be the Charity Trustees of the Trefoil Guild:

Ex-Officio:

- the Chairman of the Trefoil Guild;
- the Deputy Chairman of the Trefoil Guild (if appointed);
- the Honorary Treasurer of the Trefoil Guild;
- the Chairmen of the Sub-Committees of the Trustee Board;
- the Country/Region Chairmen of the Trefoil Guild or their Alternates;
- the International Adviser of the Trefoil Guild;
- the Public Relations Adviser of the Trefoil Guild;
- the Programme and Development Adviser of the Trefoil Guild.

Non-Voting Members

Ex-Officio:

- the President of the Trefoil Guild who may attend meetings when she wishes or at the request of the Trefoil Guild Chairman.
 - The Chief Guide or her alternate

By invitation:

- any other person invited by the Trefoil Guild Chairman.

In attendance:

- the Personal Assistant to the Trefoil Guild Chairman;
- such other staff as may be deemed necessary by the Trefoil Guild Chairman.

6.3 Casual Vacancy

The Trustee Board may operate notwithstanding a casual vacancy in their number provided that if there are less than five Trustees they may only act to appoint additional members of the Trustee Board.

6.4 Cessation of membership of the Trustee Board

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

- a) She is disqualified under the Charities Act 2011 or any other legislation from acting as a trustee of a charity;
- b) She resigns by notice in writing to the Trefoil Guild Office;
- c) She is removed by a two thirds majority of those present and voting at a meeting of the Trustee board; or
- d) She is removed by The Guide Association Board of Trustees serving written notice on the Trefoil Guild Office and the Trustee so removed.

6.5 Meetings of the Trustee Board:

- 6.5.1** The Trustee Board shall meet at least three times each year. At least six weeks' notice of the date, time and place of the meeting shall be given. The Agenda shall be sent to all members, to arrive no later than two weeks before the meeting;
- 6.5.2** Every member present and entitled to vote shall have one vote. In the case of a tie, the Chairman of the meeting shall also have a casting vote. No member may vote by proxy;
- 6.5.3** A quorum shall consist of 50% of the voting membership;
- 6.5.4** For an extraordinary meeting of the Trustee Board to be convened, a minimum of six members of the Trustee Board must make a request in writing to the Personal Assistant to the Trefoil Guild Chairman.

7 ELECTRONIC COMMUNICATIONS

- 7.1** Notice and Agendas and Minutes of each meeting and any associated papers shall be circulated by post or email (to an address provided for the purpose) to all members of the Trustee Board;
- 7.2** The failure of any member of the Trustee Board to receive notice of an agenda or agenda papers shall not invalidate any decision taken at the meeting.

8 WRITTEN RESOLUTIONS

A written resolution approved by at least a simple majority of those members of the Trustee Board who would have been eligible to vote on the matter at a meeting of the Board is as valid as a resolution passed at a meeting of the Board of Trustees and for this purpose:

- a) The written resolution must be circulated to all the members of the Trustee Board (both voting and non-voting); and
- b) The Board of Trustees shall have 28 days to respond and if sufficient responses have not been received the resolution lapses; and
- c) The written resolution may be contained in more than one document and may be treated as passed on the date of the last required signature.

For the avoidance of doubt a written resolution may be circulated and approved by email.

9 ANNUAL MEETING OF THE TREFOIL GUILD

9.1 The Trefoil Guild Annual Meeting shall be held for as many members as the chosen venue will accommodate.

9.2 The purpose of the meeting shall be:

- to receive the Annual Report of the year's activities from the Trefoil Guild Chairman;
- to adopt the Financial Report for the year from the Trefoil Guild Honorary Treasurer.

10 FINANCE

10.1 The accounts of the Trefoil Guild shall be prepared annually and audited or independently examined according to legal requirements, approved by the Trustee Board and submitted for adoption by the Trefoil Guild Annual Meeting;

10.2 The Trustee Board shall, through a sub-committee if appropriate, cause such bank accounts to be opened as may be necessary to receive and hold funds belonging to the Trefoil Guild. The Trustee Board shall determine powers of signature over the accounts. There shall be at least three signatories for each account and each transaction must be signed by at least two signatories;

10.3 The investments and other property of value owned by the Trefoil Guild shall, so far as is conveniently possible, be held by the Guide Association Trust Corporation as trustee for the Trefoil Guild.

11 DISSOLUTION

11.1 The Trefoil Guild may be dissolved:

- by a resolution of the Trustee Board passed by a majority of not less than two thirds of the members of the Trustee Board and ratified by the Board of Trustees of The Guide Association;

OR

- by the Council of The Guide Association on the recommendation of the Board of Trustees of The Guide Association.

11.2 In the event of the dissolution of the Trefoil Guild, the cash investments and all other property belonging to the Trefoil Guild shall be paid or transferred to The Guide Association to be held and applied for the general purposes of The Guide Association.

12 AMENDMENTS TO THE CONSTITUTION

12.1 No alteration shall be made to this Constitution except by a Resolution proposed by the Trustee Board and supported by two thirds of the members present and eligible to vote.

12.2 Such alteration shall not have effect until it has been submitted to and approved in writing by the Board of Trustees of The Guide Association.

Adopted by Resolution of the Trefoil Guild Council (as required by the previous constitution) passed in accordance with Article 12 of the previous constitution at its meeting on 5 May 2017

Signed P. A. Dower
Chairman of the Trefoil Guild

Approved by the Board of Trustees of the Guide Association at its meeting on

Signed Allett
Interim Chair of the Board of Trustees of The Guide Association

10 June 2017