

## BYE LAWS OF THE SCOUT ASSOCIATION

*As amended by Orders of the Privy Council dated 20 April 2009, 22 April 2015, 8 February 2018, 30 April 2019, 12 February 2020, 14 October 2020 and 8 January 2024*

### Preliminary

1. The provisions of the Royal Charter incorporating the Association shall be strictly observed and in the event of any inconsistency between the provisions of the Charter and the provisions of these Bye Laws the provisions of the Charter shall prevail.
2. In these Bye Laws words and expressions which are defined by the Charter shall have the meaning so defined unless the context otherwise requires; words importing the singular number only shall include the plural number and vice versa, words including persons shall include corporations; words importing the masculine form shall include the feminine; and the word 'County' shall include any other territorial designations as may from time to time be approved by the Board.

### Constitution of the Council

3. The Council shall consist of six hundred members at the most and three hundred at the least who shall be appointed or elected as prescribed below.
  - (a) Ex-Officio Members:
    - i. The President or both of the Joint Presidents
    - ii. The Chief Scout
    - iii. The Treasurer
    - iv. The Chief Executive
    - v. The International Commissioner
    - vi. The Chairs of the national boards of the Association
    - vii. Any person holding appointment as a Chief Commissioner or a national Commissioner
    - viii. The County Commissioners of the United Kingdom
    - ix. The Country and County Youth Commissioners of the United Kingdom
    - x. The Chair and Members of the Board of Trustees

A Chief Commissioner of an Overseas Branch may by notice in writing under the Chief Commissioner's hand delivered to the Association at its Head Office appoint a person [whether or not a member of the Council] to be the Chief Commissioner's representative.

Every such representative who shall have communicated to the Association an address in the United Kingdom shall be entitled to the notice and agenda of meetings of the Council (which shall be sent in accordance with Bye Law 49) and to attend and vote as a member at such meeting at which the appointing Chief Commissioner is not personally present and at such meeting to have and exercise all the powers, rights, duties and authorities of the appointing Chief Commissioner.

Provided always that a person so appointed shall not thereby acquire any eligibility for membership of the Board that the representative would not otherwise possess.

Any such Commissioner may by similar notice revoke any such appointment.

If such a Commissioner shall die or cease to hold office the appointment of a representative shall not be deemed to have been thereby determined.

(b) Nominated Members:

- i. A representative or representatives – without age restriction – nominated from time to time by each County Scout Council in the United Kingdom on the basis of one representative for every 10,000 or part of 10,000 of the total membership of the Scout Movement in the County as shown in the Annual Census return made by the County to the Head Office of the Association for the year immediately preceding the date of such nomination.
- ii. A representative or representatives (18–24) nominated from time to time by each County Scout Council in the United Kingdom on the basis of one representative for every 10,000 or part of 10,000 of the total membership of the Scout Movement in the County as shown in the Annual Census return made by the County to the Head Office of the Association for the year immediately preceding the date of such nomination. The representative (18–24) must be a Member or Associate Member of the Association in the nominating County and on nomination must have passed their 18<sup>th</sup> birthday but not reached their 24<sup>th</sup> birthday.
- iii. A representative or representatives nominated from time to time by the Branch Scout Council of each Overseas Branch of the Association on the same basis as in [i] in respect of the total membership of the Branch shown in the Annual Census made by the Branch to the Head Office of the Association for the year immediately preceding the date of such nomination.
- iv. A County Scout Council or the Branch Scout Council of an Overseas Branch may if it so desires nominate for membership of the Council one of its salaried officials, but in no case shall any person in the full-time employment of the Association itself be eligible for such nomination.
- v. The full name and addresses of all persons nominated in accordance with b[i]-[iii] above and the date of the meeting of the County Scout Council or Branch Scout Council [as the case may be] at which the nomination was approved must be notified in writing to the Association at its Head Office by the person for the time being acting as Secretary of the County Scout Council or Branch Scout Council [as the case may be] but the Association shall not be under any obligation to ascertain whether the person giving such notification is in fact authorised to do so.
- vi. A person so nominated for membership of the Council shall be deemed to become a member on the twenty-eighth day following the receipt by the Association of such notification as aforesaid. Thereafter except as provided for in Bye Law 42 and Bye Law 3(b)vii below a Nominated Member shall remain such a member for a period of three years from the date having become such a member or until some other person shall have been previously been nominated and become the replacement.
- vii. A County representative (18-24) nominated in accordance with b[ii] above shall be eligible to serve until the third AGM in their nominating County following their nomination in accordance with b[ii] above or until some other person is nominated and appointed as the County's representative (18-24), whichever is earlier.

(c) Elected Members

Not more than 60 persons elected from time to time by the Council at an Annual General Meeting.

Of the Elected Members not more than three may be persons in the full-time paid employment of the Association.

Every Elected Member of the Council shall retire from office at the Annual General Meeting in the third year after the year in which the Elected Member was elected but shall be eligible for re-election.

No person shall be eligible for election as a member of the Council unless that person has been proposed and seconded by members of the Council who have at least 28 days before the meeting at which such a proposal is to be made given to the Association at its Head Office notice in writing of their intention to do so.

**Meetings of the Council**

4. The Council shall hold an Annual General Meeting once in every year.
5. The Annual General Meeting of the Council shall be held at such time and place as shall be decided by the Board. The Board shall also as occasion arises appoint the time and place of any ordinary meeting of the Council, unless on a particular occasion in the opinion of the Chairman of the Council, it will be inconvenient or inexpedient for the Board to do so on account of the urgency or other circumstance in which event the decision of the time and place of the meeting of the Council on that occasion shall be made by the Chairman of the Council.
6. Ordinary Meetings of the Council shall be convened by the Secretary when so directed by the Chairman of the Council, or by the Board, or when requested in writing by 20 or more members of the Council.
7. Forty-two days notice of the Annual General Meeting and twenty-one days notice of every other meeting of the Council [exclusive of the day on which the notice is served (as defined by Bye Law 50) but inclusive of the day for which the meeting is called] specifying the place, day and hour of the meeting and the general nature of the business to be transacted shall be given by notice sent in accordance with Bye Law 49 to every member of the Council who shall have communicated an address to the Association for the purposes of receiving notices. It shall not be in any case necessary to send any notice to a member of the Council who shall not have so communicated an address.
8. The notice of the Annual General Meeting shall be accompanied by the Annual Report of the Board and the accounts. Failure to provide the report and accounts with the calling notice of the meeting through no fault of the Association shall not invalidate the holding of the Annual General Meeting so long as the said documents are circulated to the Council at least twenty-one days before the meeting.
9. The accidental omission to give notice of a meeting of the Council to any member thereof entitled to receive such notice shall not invalidate anything done at such meeting and Bye Law 51 shall apply in relation to notices of meetings sent to members of Council.
10. The business to be transacted at meetings of the Council shall be as follows:
  - (a) The Annual General Meeting
    - i. Consideration of the Annual Report of the Board and of the accounts.

- ii. Election of Elected Members of the Council under Bye Law 3[c]
  - iii. Election of Elected Members and Elected Youth Members of the Board under Bye Laws 22[a] and 22[b].
  - iv. Appointment of the Chair, the Treasurer, and the other Appointed Members of the Board under Bye Law 22[c].
  - v. Any matter falling under the following Sub-Clause [b].
- (b) Ordinary Meetings
- i. All matters specified in the notice convening the meeting.
  - ii. Any matter which not less than two-thirds of those present and entitled to vote may decide to admit to the Agenda other than any resolution under Bye Law 42[e] or 53.
11. Thirty-five members of the Council personally present shall be a quorum.
12. The President (or either of the Joint Presidents) shall take the Chair at every meeting of the Council. In the absence of the President (or both of the Joint Presidents) the Chairman of the Council shall be entitled to take the Chair. If neither the President nor the Chairman of the Council shall be present within 15 minutes after the time appointed for such meeting the members present shall choose one of their number to take the Chair.
13. If within half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting is called.
14. The Chairman of the meeting may with the consent of the meeting adjourn it from time to time and place to place.
15. Every question submitted to a meeting [except as provided in Bye Laws 16 and 42[e] shall be decided by a show of hands. In the case of equality of votes the Chairman shall not have a casting vote in addition to the vote to which the Chairman is entitled as a member and the resolution shall be deemed not to have been carried.
16. Every member personally present shall have one vote and no more. No vote shall be given by proxy except by the representative of a Chief Commissioner of an Overseas Branch appointed in accordance with Bye Law 3[a] or under regulations provided for in accordance with Bye Law 17.
17. The Council shall be empowered, if they think fit, to approve regulations proposed by the Board for enabling members of the Council to vote in writing, electronically or by proxy for the adoption of matters placed before the Council.
18. At any meeting a declaration by the Chairman that a resolution had been carried by a specified majority or lost or not carried by a specific majority and an entry to that effect in the books of the Association shall be conclusive evidence of the fact without proof of the number or relative proportion of the votes recorded in favour or against such resolution.

### **Management by the Board of Trustees**

19. The management of the business of the Association shall be vested in the Board of Trustees. In addition to the powers and authorities by these Bye Laws or otherwise expressly conferred upon them, the Board may exercise all such powers and do all such acts and things as may be

exercised or done by the Association and are not by the Charter or by these Bye Laws expressly directed or required to be exercised or done by the Council.

The Board will be subject nevertheless to the provisions of the Charter and of these Bye Laws and to any regulations from time to time made by the Council provided that no regulations so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

20. Without prejudice to the general powers conferred by the last preceding clause or to any other powers conferred by these Bye Laws it is hereby expressly declared that the Board shall have the power:

- (a) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as they think fit.
- (b) To appoint and at their discretion remove or suspend such staff, agents and servants for permanent, temporary or special services as may from time to time be thought fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amounts as may be thought fit.
- (c) To appoint and establish such local or district bodies or committees for the management of the Association's affairs in any part of the United Kingdom or outside the United Kingdom as may be thought fit and to delegate to any such body or committee all or any of the Powers of the Board with or without the power to sub-delegate.
- (d) To make, vary and repeal orders and rules for the regulation of the affairs of the Association or of the bodies for the time being controlled by the Association or any of them including rules relating to the election processes required by these Bye Laws.
- (e) To designate annually those bodies and individuals to be considered as national boards and national Commissioners respectively for the purposes of these Bye Laws.

21. It shall be the duty of the Board to lay before the Council at its Annual General Meeting each year an account and balance sheet in accordance with Bye Law 46 and a report on the state and condition of the Association and the progress of its work.

22. The members of the Board shall be as follows:

- (a) Elected Members of the Board

Nine Members or Associate Members of the Association (one each from Northern Ireland, Scotland, Wales and three from northern England and three from southern England) elected by the Council at an Annual General Meeting of the Council in accordance with such election procedures as the Board may from time to time determine, save that candidates must first be shortlisted by an elections panel which has been appointed in accordance with rules made by the Board.

Counties deemed to be in northern and southern England will be determined from time to time by the Board.

- (b) Elected Youth Members of the Board

Three youth Members or Associate Members of the Association elected by the Council at an Annual General Meeting of the Council in accordance with such election procedures as the Board may from time to time determine, save that candidates must first be shortlisted by an elections panel which has been appointed in accordance with rules made by the Board.

- (c) Appointed Members of the Board
- The Chair of the Board, the Treasurer and up to three other persons who need not be, at the time of their nomination, Members or Associate Members of the Association, provided always that those so nominated accept to become at least Associate Members on their appointment by the Council at an Annual General Meeting.
- (d) Ex-Officio Members of the Board
- The Chief Scout or the UK Chief Commissioner, but not both, the UK Youth Commissioner and the Chief Executive.
- (e) Attending Members of the Board
- The Secretary who shall not have a vote.
23. No person shall be or become or be elected as an Elected Member or an Elected Youth Member of the Board who is not at the time of their election a Member or Associate Member of the Association.
- Provided nevertheless that the Board shall have the power at any time and from time to time to appoint any person [whether a Member or Associate Member of the Association or not] to be a member of the Board to fill a casual vacancy or as an addition but so that:
- i. the number of Elected Members of the Board shall not at any time exceed nine and
  - ii. the number of Elected Youth Members of the Board shall not at any time exceed three and
  - iii. any person so appointed shall hold office only until the next following Annual General Meeting of the Council and shall then be eligible for re-election.
24. No persons shall be eligible for election as:
- i. Elected Members of the Board unless they have passed their 18th birthday before the Annual General Meeting of the Council at which they may be elected under Bye Law 22(a) and are proposed by a Member of the Association who is over 18 and holds an adult membership role and seconded by a member of the Council in accordance with arrangements which the Council have agreed from time to time for the election of Elected Members to the Board.
  - ii. Elected Youth Members of the Board unless they have passed their 18th birthday before the Annual General Meeting of the Council at which they may be elected under Bye Law 22(b) but not reached their 24th birthday at the date of the Annual Census [immediately prior to such election] and are proposed by a Member of the Association who is over 18 and holds an adult membership role and seconded by a member of the Council in accordance with arrangements which the Council have agreed from time to time for the election of Elected Youth Members to the Board.
25. The continuing members of the Board may act notwithstanding any vacancies in their body.
26. With the exception of the Secretary, the members of the Board are the trustees of the Association and their eligibility for appointment or otherwise is additionally subject to the requirements of any prevailing legislation.
27. Other than the Chief Executive and the Secretary, no person shall be eligible for election or appointment to the Board in any capacity who is in the paid employment of the Association.

### Proceedings of the Board

28. The Board may meet together for the despatch of business and adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business and the notice if any which is to be given of any such meeting. Until otherwise determined seven members of the Board shall form a quorum.
29. Members of the Board participate in a meeting of the Board when they can communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing). In determining whether members of the Board are participating in a meeting of the Board it is irrelevant where any member of the Board is or how they communicate with each other.
30. Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chair shall not have a second or casting vote but the motion shall be deemed not to have been carried.
31.
  - i. The Board may elect from their number a Vice-Chair or Vice-Chairs of their meetings and determine the period for which he, she or they are to hold office.
  - ii. If at the time fixed for any meeting no person shall be present who as Chair or Vice-Chair shall be entitled to take the Chair the members of the Board present shall choose one of their number to be Chair of that Meeting.
32. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bye Laws vested in or exercisable by the Board generally.
33. The members of the Board may make a decision without holding a meeting of the Board in accordance with this Bye Law 33 if:
  - (a) the Chair of the Board, Vice-Chair or Secretary has become aware of a matter on which the Board needs to take a decision;
  - (b) the Chair of the Board, Vice-Chair or Secretary has taken all reasonable steps to make the other members of the Board aware of the matter and the decision;
  - (c) the members of the Board have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - (d) at least 75% of the members of the Board (excluding the Secretary who shall not have a vote) vote in favour of a particular decision on that matter.
34. The Chair of the Board, Vice-Chair or Secretary or such other person as shall be appointed by the Chair of the Board, Vice-Chair or Secretary shall be the chair of the process of decision making in accordance with Bye Law 33. The process shall include:
  - (a) circulation of the proposed decision with an indication of the time period for discussion and the date by which the members of the Board are asked to cast their votes;
  - (b) the nomination of a person to whom all the members of the Board's votes must be communicated; and
  - (c) if at least 75% of the members of the Board (excluding the Secretary who shall not have a vote) vote in favour of the decision, the nominated person shall communicate the decision to all the Board and the date of the decision shall be the date of the communication from the nominated person confirming formal approval.
35. The Board may delegate any of its powers to Sub-Committees comprising such persons as the Board may determine from time to time and to appoint Chairs to such Sub-Committees. Every such Sub-Committee shall in the exercise of its powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.

36. The meetings and proceedings of any such Sub-Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding clause.
37. All acts done by any meeting of the Board or by any Sub-Committee shall notwithstanding that it shall afterwards be discovered that there were some defect in the appointment of all or any of the members of the Board or of such Sub-Committees be as valid as if every member had been duly appointed.

#### **Retirement of Members of the Board**

38. The Elected Members of the Board elected in accordance with Bye Law 22[a] shall retire at the Annual General Meeting of the Council held in the third year after the year in which they were elected. They shall be eligible for re-election by the Council for a further and final period of up to three years following which they shall be required to take a break from office in accordance with Bye Law 41(b).
39. The Elected Youth Members of the Board elected in accordance with Bye Law 22[b] shall retire at the Annual General Meeting of the Council held in the third year after the year in which they were elected. They shall be eligible for re-election by the Council for a further and final period of up to three years or until such time as they reach their 26<sup>th</sup> birthday whichever is first following which they shall be required to take a break from office in accordance with Bye Law 41(b).
40. The Chair, the Treasurer and the other Appointed Members appointed by the Council in accordance with Bye Law 22[c] shall retire at the Annual General Meeting held in the third year after the year in which they were so appointed. They shall be eligible for re-appointment by the Council for a further and final period of up to three years.
41.
  - (a) Any person whose membership of the Board is determined by effluxion of time shall thereupon if qualified again become eligible for membership of the Board irrespective of the capacity in which the person was previously a member of the Board.
  - (b) Provided, nevertheless, subject to the following sub-clause (c), that no member of the Board not being an Ex-Officio Member shall serve for more than a period of six consecutive years. Such members of the Board shall not be eligible to serve as a member of the board save an Ex-Officio Member until the Annual General Meeting of the Council held in the second year following that in which the Annual General Meeting was held at which the six year period of service of the member of the Board was completed.
  - (c) Notwithstanding sub-clause (b) above, any present or former Elected, Appointed or Elected Youth Member of the Board who is appointed as Chair in accordance with Bye Law 22[c] may serve for up to two consecutive terms of office as Chair in accordance with Bye Law 40 in addition to any previous term of office (whether consecutive or otherwise) served as an Elected, Appointed or Elected Youth Member of the Board (other than as Chair).
  - (d) For the purposes of this Bye Law a year of membership of the Board shall mean a period of service as a member from the end of one Annual General Meeting of the Council until the end of the next following Annual General Meeting of the Council, but shall not include any year during which a member of the Board was filling a casual vacancy as provided by Bye Law 23.

#### **Vacation of Office of Members of the Council and Board of Trustees**



42. Any member whether of the Council or the Board shall vacate office and cease to be such a member immediately:
- (a) if the member is declared bankrupt or makes any arrangement or composition with the member's creditors generally;
  - (b) if the member is disqualified from acting as a trustee of a charity by virtue of any Act of Parliament or statutory regulation currently in force;
  - (c) if the member becomes incapable by reason of mental disorder, illness or injury of administering property and affairs;
  - (d) if the member resigns by notice in writing to the Association at its Head Office;
  - (e) following a resolution [by ballot] that such member do retire of a majority of two-thirds of those Council members present and voting at a meeting duly convened for that purpose in the case of
    - i. a member of the Council elected in accordance with Bye Law 3[c] or
    - ii. a member of the Board elected or appointed in accordance with Bye Law 22;
  - (f) following the date that the member ceases to hold the office or possess the necessary qualification to be a member of the Council or the Board.

#### **Officers**

43. i. In accordance with Article 3 of the Royal Charter, the Patron may from time to time nominate one or two person(s) to be President of the Association. Where two persons are appointed as President at the same time they shall be referred to as the Joint Presidents.
- ii. The Council shall from time to time appoint a person to the office of Chief Scout who will be Chairman of the Council.
- iii. The Board may from time to time make appointments to such of the offices specified in Bye Law 3[a] [v]-[ix] as it may seem to them desirable to fill and for such period in each case as they may see fit.
- iv. The powers and duties attached to the offices of the Chief Scout, the Treasurer respectively shall until determined by the Council or the Board in respect of those specified in Bye Law 20 be the same as they have been in the past.

#### **Secretary**

44. The Board shall appoint a Secretary and may from time to time appoint a temporary substitute for the Secretary who shall for the purposes of the Bye Laws be deemed the Secretary.

#### **Seal**

45. The Board shall provide for the safe custody of the common seal of the Association which shall never be used except by the authority of the Board previously given and in the presence of two members of the Board at the least who shall sign the instrument to which the seal is affixed and

every such instrument shall be countersigned by the Secretary or some other person appointed by the Board.

### **Accounts**

46.
  - i. The Board shall cause true accounts to be kept of the receipts and expenditures of the Association and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Association.
  - ii. At the Annual General Meeting of the Council in every year the Board shall lay before the Council an account and balance sheet made up to a date not more than six calendar months before the meeting and audited as required by the Charter.
  - iii. The books and accounts of the Association shall be open to inspection by members of the Council subject to any restrictions as to time and manner of inspection which may be determined from time to time by the Council.

### **Audit**

47. The Auditors shall be appointed and their remuneration shall be fixed by the Board subject to the provisions of the Charter. Provided that no person shall be appointed as Auditor unless the person is eligible in accordance with any Act of Parliament or Statutory Regulation in force.
48. It shall be the duty of every officer and servant of the Association to give to the Auditors such information and explanation as they may require.

### **Communications by the Association**

49. Any document or information (including any notice, report or accounts) sent or supplied by the Association in accordance with these Bye Laws may be sent or supplied by post, by electronic means (including email or fax), or by making it available on a website.
50. Documents or information sent or supplied by the Association shall be deemed to be received by the recipient at the following times:
  - (a) where it is sent by post, it is deemed to have been received 48 hours (including Saturdays, Sundays and public holidays) after it was posted;
  - (b) where it is sent or supplied by electronic means, it is deemed to have been received on the same day that it was sent; and
  - (c) where it is sent or supplied by making it available on a website, it is deemed to have been received:
    - i. when the material was first made available on the website; or
    - ii. if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
51. Where any document or information has been sent or supplied by the Association by electronic means and the Association receives notice that the message is undeliverable, the Association may in its discretion choose to send a hard copy of the document or information to the recipient's postal address, but it is under no obligation to do so.

### **Indemnity**

52. The Association shall indemnify the following persons only and in respect only of such acts or things done by them hereunder specified:
- (a) All members of the Board in respect or any act or thing done by them in the discharge of their duties as such members.
  - (b) All members of staff [whether paid or unpaid] directly employed by the Board in or about the business of the Headquarters of the Association in respect of any act or thing done by them in the discharge of their duties as members of staff.
  - (c) All volunteers in respect of any act or thing done by them in discharge of any duty performed on behalf of and expressly authorised by specific instructions from the Board against all costs, expenses or loss for which they may become liable by reason of any such act or thing done as aforesaid.

### **Alteration of Bye Laws**

53. These Bye Laws or any of them may at any time and from time to time [subject to the provisions of the Charter] be altered, added to or repealed by a resolution passed at a meeting of the Council duly convened for that purpose by a majority of not less than three-fourths of the members present and entitled to vote.