

## 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 Council, is financially independent, is a registered charity and is administered independently.

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 Guild. There are three categories of membership: full, associate and affiliate.

3.1.1 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 other than the role of Leader, Assistant Leader, Commissioner or Assistant Commissioner;
- OR
- holds an Appointment Card within The Scout Association but is not warranted and has made the Scout Promise;
- 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.

3.1.2 Associate membership is open to anyone aged 18 and over who has an active role within the Guide Association of Leader or Assistant Leader, or Commissioner or Assistant Commissioner or has a warrant in The Scout Association.

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

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

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.

3.2 Men may be admitted into full membership of a Trefoil 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 the Trefoil Guild Council and managed and regulated by the Trefoil Guild Executive Committee.

4.2 The Trefoil Guild is financially self-supporting. Every full and affiliate member pays an annual subscription to the Trefoil Guild but does not have to pay an additional subscription to The Guide Association.

Associate members are encouraged to pay a subscription for The Trefoil magazine.

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 is invited to hold office by the Executive Committee of the Council of The Guide Association on the recommendation of the Chairman of the Trefoil Guild and the Trefoil Guild Council.

5.2 A Vice-Patron, if appointed, is invited to hold office by the Executive Committee of the Council of The Guide Association on the recommendation of the Chairman of the Trefoil Guild and the Trefoil Guild Council.

- 5.3 The President is appointed by the Trefoil Guild Executive Committee and approved by the Trefoil Guild Council, for a term to be agreed between the Trefoil Guild Chairman and the incoming President. The President chairs the Council Meeting and the Annual Meeting of the Trefoil Guild.
- 5.4 A maximum of two Vice-Presidents may be appointed by the Trefoil Guild Executive Committee and approved by the Trefoil Guild Council, to serve for a period of five years and be non-voting members of the Council.
- 5.5 The Chairman of the Trefoil Guild:
- is appointed by the Executive Committee of the Council of The Guide Association for a term of five years on the recommendation of the Chief Guide after full consultation with the retiring Chairman and the Trefoil Guild Executive Committee;
  - is a full member of the Trefoil Guild;
  - chairs the Trefoil Guild Executive Committee;
  - is a voting member of the Trefoil Guild Executive Committee and Trefoil Guild Council;
  - is an ex-officio member of all National Trefoil Guild Committees;
  - is a voting member of the Council of The Guide Association;
  - is a non-voting member of the Executive Committee of the Council of The Guide Association and has the right to nominate a representative 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 Trefoil Guild Executive Committee. The appointment runs concurrently with the Chairman's term of office and will terminate on the retirement date of the Trefoil Guild Chairman;
- is a full member of the Trefoil Guild;
- is a voting member of the Trefoil Guild Executive Committee and of the Trefoil Guild Council;
- assists the Trefoil Guild Chairman as needed;
- deputises for the Trefoil Guild Chairman when requested to do so;
- in the unavoidable absence of the Trefoil Guild Chairman, chairs the meetings of the Trefoil Guild Executive Committee and may be nominated to attend the meetings of the Executive Committee of the Council of The Guide Association;
- is eligible for expenses for all meetings.

## 5.7 The Honorary Treasurer of the Trefoil Guild:

- is appointed by the Trefoil Guild Executive Committee for a period of

- five years after consultation with the Chairman of the Finance & General Purposes Sub-Committee and approved by the Trefoil Guild Council;
- is a voting member of the Trefoil Guild Executive Committee and Trefoil Guild Council;
- is a voting member of the Finance and General Purposes Sub-Committee;
- gives regular Financial Reports to the Executive Committee and presents the Annual Financial Report to the Trefoil Guild Council and to the Annual Meeting;
- recommends to the Executive Committee the rate of the annual subscription for approval by the Trefoil Guild Council.

#### 5.8 A Country/Region Trefoil Guild Chairman:

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

#### 5.9 A Country/Region Deputy Chairman (If appointed):

- is appointed by the Country/Region Chairman and approved by the Trefoil Guild Executive Committee. The appointment runs concurrently with the Chairman's term of office and will terminate with the retirement of the Country/Region Chairman;
- deputises for the Country/Region Chairman when requested to do so;
- in the unavoidable absence of the Country/Region Chairman, may represent the Chairman at Trefoil Guild Council Meetings and Trefoil Guild Executive Meetings.

## 6 The Council of the Trefoil Guild

### 6.1 Responsibilities of the Trefoil Guild Council

The Trefoil Guild Council:

- delegates responsibility to the Trefoil Guild Executive Committee to manage and regulate the affairs of the Trefoil Guild on its behalf;
- delegates responsibility to the Trefoil Guild Executive Committee to vary, repeal or annul rules, regulations and provisions as it deems necessary;
- approves such rules, regulations and provisions as it deems necessary to carry out the aims of the Trefoil Guild;
- approves the rate of the annual subscription;

- approves the appointment of the President;
- approves the appointment of the Vice-Presidents;
- approves the appointment of the Deputy Chairman of the Trefoil Guild;
- approves the appointment of the Honorary Treasurer;
- elects three of the elected members of the Trefoil Guild Council to the Trefoil Guild Executive Committee.

## 6.2 Membership of the Trefoil Guild Council:

Voting members:

Ex-Officio

- the President (if appointed);
- 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 Trefoil Guild Executive Committee;
- the Country/Region Chairmen of the Trefoil Guild;
- the Chief Guide or her representative;
- the Trefoil Guild International Adviser;
- the Trefoil Guild Public Relations Adviser;
- the Trefoil Guild Programme and Conference Adviser.

Elected:

- Country/Region Council Members.

Country/Region Elected Council Members:

Each Country/Region shall elect one member to the Trefoil Guild Council. The member serves initially for one term of three years, and is then eligible for immediate re-election for a further two years and thereafter is ineligible for election until a further three years have elapsed. The term of office dates from the Annual Meeting closest to the date of the election.

Non-voting members:

Ex-Officio

- the Vice-Presidents.

By invitation:

- any other person invited by the Chairman.

In attendance:

- the Trefoil Guild Office Administrator;
- such other staff as may be deemed necessary by the Trefoil Guild Chairman.

### 6.3 Casual Vacancy

The Trefoil Guild Executive Committee shall arrange for any casual vacancy on the Trefoil Guild Council to be filled for the unexpired term of the member to be replaced.

### 6.4 Termination of Membership

A member of the Trefoil Guild Council shall cease to be a member:

- by giving notice of resignation in writing to the Trefoil Guild;
- if the Trefoil Guild Council, by a majority of two thirds of the members present and voting at a meeting, so decide;
- on failing to attend three consecutive meetings, which will be regarded as a resignation.

### 6.5 Meetings of the Trefoil Guild Council

#### 6.5.1 The Council shall meet at least once a year to:

- receive a report from the Chairman of The Trefoil Guild;
- receive the audited or independently examined accounts according to legal requirements;
- appoint the auditor/independent examiner for the following year;
- elect up to three members as required to the Trefoil Guild Executive Committee from the elected members of the Trefoil Guild Council;
- discuss any matters which the Chairman of the Trefoil Guild and/or the Trefoil Guild Executive Committee may determine.

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 For an extraordinary meeting to be convened, a minimum of six members of the Trefoil Guild Council must make a request in writing to the Office Administrator of the Trefoil Guild.

#### 6.5.3 In the absence of the President, a Chairman shall be chosen from among the voting members who will be present at the meeting.

#### 6.5.4 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 members may vote by proxy.

#### 6.5.5 A quorum shall consist of ten members present and entitled to vote.

## 7. The Executive Committee

### 7.1 Responsibilities of the Trefoil Guild Executive Committee:

The Trefoil Guild Executive Committee, on behalf of the Trefoil Guild Council:

- manages and regulates the affairs of the Trefoil Guild forming such sub-committees as it deems necessary to carry out its function;
- sets out in writing the terms of reference for each sub-committee;
- appoints the Chairman of each sub-committee for an initial term of three years which may be extended for a further term of not more than two years;
- determines the number of members serving on each committee, who will be appointed for an initial term of three years which may be extended for a further term of not more than two years;
- confirms the appointment of the Trefoil Guild staff;
- approves the annual year end accounts prior to submission to the auditor or independent examiner appointed by the Council for final signature.

### 7.2 Membership of the Trefoil Guild Executive Committee

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

Ex-Officio:

- the Chairman of the Trefoil Guild;
- the Chief Guide;
- the Deputy Chairman of the Trefoil Guild;
- the Country/Region Chairmen of the Trefoil Guild;
- the Honorary Treasurer of the Trefoil Guild;
- the Chairmen of the Sub-Committees of the Trefoil Guild Executive Committee;
- the Trefoil Guild International Adviser;
- the Trefoil Guild Public Relations Adviser;
- the Programme and Conference Adviser;

Elected:

- three elected members of the Trefoil Guild Council.

Non-Voting Members

Ex-Officio:

- the President of the Trefoil Guild who may attend meetings when she wishes or at the special request of the Chairman;
- in the unavoidable absence of the Chief Guide, the Chief Guide's representative.

By invitation:

- any person invited by the Chairman.

In attendance:

- the Trefoil Guild Office Administrator;
- such other staff as may be deemed necessary by the Trefoil Guild Chairman.

### 7.3 Meetings of the Executive Committee:

7.3.1 The Trefoil Guild Executive Committee 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.

7.3.2 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.

7.3.3 A quorum shall consist of eight members present and entitled to vote, one of whom shall be the Chairman or Deputy Chairman, three of whom shall be Country/Region Chairmen and one of whom shall be an elected member.

## 8. Annual Meeting of The Trefoil Guild

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

The purpose of the meeting shall be:

- to adopt the Annual Report of the year's activities from the Chairman:
- to adopt the Financial Report for the year from the Treasurer.

## 9. Finance

9.1 The accounts of the Trefoil Guild shall be prepared and audited or independently examined according to legal requirements annually, approved by the Trefoil Guild Executive Committee, received by the Trefoil Guild Council and adopted at the Annual Meeting.

9.2 The Trefoil Guild Executive Committee 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 Trefoil Guild Executive Committee 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.

9.3 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.

## 10 Dissolution

10.1 The Trefoil Guild may be dissolved:

- by a resolution of the Trefoil Guild Council passed by a majority of not less than two thirds of the members of the Council and ratified by the Executive Committee of the Council of The Guide Association;

OR

- by the Council of The Guide Association on the recommendation of the Executive Committee of The Guide Association.

10.2 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.

## 11 Amendments to the Constitution

No alteration shall be made to this Constitution except by a Resolution proposed by the Trefoil Guild Council and supported by two thirds of the members present and eligible to vote. Such alteration shall not have effect until it has been submitted to and approved in writing by the Executive Committee of the Council of The Guide Association.

Adopted by Resolution of the Trefoil Guild Council passed in accordance with Article 11 at its meeting on 14 October 2009

Signed

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Chairman

Approved by the Executive Committee of the Guide Association at its meeting on 2009

Signed

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Chairman of the Executive Committee of The Guide Association