

# CONSTITUTION

## **The Trefoil Guild**

Registered Charity Number: 1075232

This constitution was agreed by the Board of Trustees of The Trefoil Guild  
on 1 April 2023

This constitution was approved by the Board of Trustees of The Guide Association  
on 1 June 2023

# THE CONSTITUTION OF THE TREFOIL GUILD

## 1. THE CONSTITUTION

- 1.1 In accordance with the Royal Charter and Byelaws of The Guide Association, the Board of Trustees of The Guide 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 Byelaws and any specific variation as noted in this constitution.

## 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 The Trefoil Guild, 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").
- 3.2 Membership is open to anyone aged 18 years or over, who is willing to renew or make the Girlguiding or Scout promise to a Trefoil Guild Chair.

Or

Membership is open to anyone aged 18 years or over, who does not want to make the Guide or Scout promise, but who subscribes to the aims and principles of the organisations.

- 3.3 For the avoidance of doubt, individuals shall be admitted and removed from membership of a Guild in accordance with the handbook and policies of The Trefoil Guild.

#### **4. ADMINISTRATION**

- 4.1 The administration of the Trefoil Guild throughout the United Kingdom which includes the Trefoil Guild in Foreign Countries is vested in, managed, and regulated by the Trefoil Guild Board of Trustees.
- 4.2 The Trefoil Guild is financially self-supporting. Every member pays an annual membership subscription to the Trefoil Guild.

#### **5. APPOINTMENTS**

##### **5.1 The Patron and Vice Patron**

If appointed, a Patron or Vice Patron of The Trefoil Guild is by the invitation of the Chief Guide following the recommendation of The Trefoil Guild Board of Trustees' Chair and of the Trefoil Guild Board of Trustees.

A Patron or Vice Patron may be removed by The Trefoil Guild Board of Trustees.

##### **5.2 The President and Vice Presidents (if appointed)**

- is a member of The Trefoil Guild
- is appointed by the Trefoil Guild Board of Trustees for a term of up to five years, although the President's term can be extended to seven years with the agreement of the Board of Trustees.
- may be removed from their role by the the Trefoil Guild Board of Trustees

##### **5.3 The Chair of The Trefoil Guild**

- is a member of The Trefoil Guild
- is appointed by the Chief Guide after consultation with the Trefoil Guild Board of Trustees for a term of five years
- chairs the meetings of the Trefoil Guild Board of Trustees and is a voting member of that 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 Trefoil Guild Board of Trustees as an Alternate to attend meetings on their behalf
- has a concurrent Girlguiding volunteer appointment for the term of their office

#### **5.4 The Deputy Chair of The Trefoil Guild (if appointed)**

- is a member of The Trefoil Guild
- the Deputy Chair is appointed by the Trefoil Guild Chair with the approval of the Trefoil Guild Board of Trustees and is a voting member of that Board
- the term of office runs concurrently with that of the Trefoil Guild Chair and terminates on the date of the retirement of the Trefoil Guild Chair.
- deputises for the Trefoil Guild Chair when requested so to do and chairs the Trefoil Guild Board of Trustees meetings in the absence of the Chair
- has a concurrent Girlguiding volunteer appointment for the term of their office

#### **5.5 The Treasurer of The Trefoil Guild**

- is a member of The Trefoil Guild
- Is appointed by the Trefoil Guild Board of Trustees after consultation with the Chair of the Finance & General Purposes Sub-Committee and is a voting member of both the Board and the Finance and General Purposes Committee
- is appointed for an initial term of five years but can be reappointed annually with the approval of the Trefoil Guild Board of Trustees up to a maximum of ten years

#### **5.6 Advisers of the Trefoil Guild**

- are members of The Trefoil Guild
- are appointed by the Trefoil Guild Chair with the approval of the Trefoil Guild Board of Trustees. They *may* be a voting member of that Board subject to agreement by the 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
- may be removed from their role by the Trefoil Guild Board of Trustees

#### **5.7 Sub-Committee Chair(s)**

- are Trefoil Guild members
- are appointed by the Trefoil Guild Chair with the approval of the Trefoil Guild Board of Trustees. They *may* be a voting member of that Board subject to agreement by the Board

- are appointed for an initial term of three years which may be extended for a further term of not more than two years
- may be removed from their role by the Trefoil Guild Board of Trustees

#### **5.8 Members of a Sub-Committee**

- are Trefoil Guild members
- are appointed by the Trefoil Guild Board of Trustees on the recommendation of the Chair 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
- may be removed from the sub-committee by the Trefoil Guild Board of Trustees.

#### **5.9 A Country/Region Chair of The Trefoil Guild**

- is a Trefoil Guild member
- is appointed by the Trefoil Guild Chair in consultation with the relevant Country/ Region Girlguiding Commissioner, and the approval of the Trefoil Guild Board of Trustees. They are a voting member of the Trefoil Guild Board of Trustees
- is appointed for an initial term of three years, which may be extended for a further term of not more than two years
- has a concurrent Girlguiding volunteer appointment for the term of their office

#### **5.10 A Country/Region Deputy Chair of the Trefoil Guild (If appointed):**

- is a Trefoil Guild member
- is appointed by the Country/Region Chair with the approval of the Trefoil Guild National Chair
- is appointed for a term to run concurrently with that of the Country/Region Chair and to terminate on the date of retirement of the Country/Region Chair
- deputises for the Country/Region Chair when requested so to do and can attend the Trefoil Guild Board of Trustees meetings in the absence of the Country/Region Chair in a non-voting capacity
- may be removed from their role by the Trefoil Guild Board of Trustees.

## **6. THE TREFOIL GUILD BOARD OF TRUSTEES**

### **6.1 Responsibilities of the Board of Trustees**

- Establishes the purpose of The Trefoil Guild and ensures that the organisation lives up to this.
- Manages the affairs of The Trefoil Guild.
- Ensures that the organisation functions within the legal, charitable, and financial requirements of a charity, meets regulatory requirements, and strives to achieve good practice.
- Reviews, introduces, and approves policies and procedures for The Trefoil Guild to ensure it is run in accordance with the law, Charity Commission guidelines and good practice.
- Sets strategic direction, approves plans, defines goals, sets targets, and evaluates delivery performance.
- Listens to a wide range of views from members, ensuring good communication with countries / regions and members.
- Establishes sub-committees as to carry out its functions, providing and approving a Terms of Reference for their operation.
- Manages the finances of the Guild, including income and expenditure budgets, and ensures suitable investment and management of funds.
- Oversees strategic and organisation risk management including the risk register and mitigating actions.
- Manages conflicts of interest.
- Prepares and approves the annual report, annual accounts and appoints the auditors/independent examiners, taking action on any matters of concern from their report.
- Appoints the Treasurer and Sub-Committee members and approves the appointment of the Deputy Chair (if appointed), Sub Committee Chairs and National Advisors, upon recommendation of the Chair.
- Considers succession planning, to ensure prompt recruitment of trustees with suitable skills at the end of a term or on resignation.
- Regularly reviews the governance of the Trefoil Guild, including the performance of the Board of Trustees, and sub-committees
- Confirms the appointment of the Trefoil Guild staff

- In the absence of the Chair or Deputy Chair, elects a Chair for a meeting from among its voting members.
- The Board of Trustees shall provide a report of activities and a financial report to members each year.

## **6.2 Membership of the Board of Trustees**

### **Ex officio voting members who are the Charity Trustees of the Trefoil Guild**

- the Chair of The Trefoil Guild
- the Deputy Chair of The Trefoil Guild (if appointed)
- the Treasurer of The Trefoil Guild
- the Chairs of the Sub-Committees of the Board of Trustees <sup>Note 1</sup>
- the Country/Region Chairs of The Trefoil Guild
- Advisers of the Trefoil Guild <sup>Note 1</sup>

### **Ex officio non-voting attendees**

- the President of the Trefoil Guild who may attend meetings if inclined or at the request of the Trefoil Guild Chair
- The chief guide or her alternate
- Advisors and sub-committee chairs <sup>Note 1</sup>

<sup>Note 1</sup> Advisors and sub-committee chairs will attend as either voting or non-voting attendees as designated in their role descriptions and terms of office on appointment.

### **By invitation**

- any other person invited by the Trefoil Guild Chair or Trefoil Guild Board of Trustees

### **In attendance**

- the Executive Assistant to the Trefoil Guild Chair
- such other staff as deemed necessary by the Trefoil Guild Chair or the Trefoil Guild Board of Trustees

### **6.3 Vacancy**

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

### **6.4 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:

- They are disqualified under the Charities Act 2011 or any other legislation from acting as a trustee of a charity
- They resign by notice in writing to the Trefoil Guild Office
- They are removed by a two thirds majority of those present and voting at a meeting of the Board of Trustees: or
- They are removed by the Board of Trustees of the Guide Association serving written notice on the Trefoil Guild Office and the trustee so removed.

### **6.5 Meetings of the Board of Trustees:**

- The Board of Trustees 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;.
- Every member present and entitled to vote shall have one vote. In the case of a tie, the Chair of the meeting shall have a casting vote. No member may vote by proxy.
- A quorum shall consist of 50% of the voting membership.
- For an extraordinary meeting of the Board of Trustees to be convened by the chair or if a minimum of six members of the Board of Trustees make a request in writing to the Executive Assistant to the Trefoil Guild Chair.
- Meetings may be held in person or by a virtual platform agreed by the Trustees and which will allow all participants to communicate with each other simultaneously.
- Notice, agendas and minutes of each meeting and any associated papers shall be circulated by post or agreed electronic means to all members of the Trefoil Guild Board of Trustees. The failure of any member of the Trefoil



Guild Board of Trustees to receive notice of an agenda or agenda papers shall not invalidate any decision taken at the meeting.

- Minutes will be signed by the Chair or their Deputy electronically and will be retained for the lifetime of the Charity.

### **6.5.1 Written Resolutions**

A written resolution approved by a majority of those members of the Board of Trustees 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:

- The written resolution must be circulated to all the members of the Board of Trustees (both voting and non-voting); and
- The Board of Trustees shall have 14 days to respond and if sufficient responses have not been received the resolution lapses: and
- 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.

## **7. DISSOLUTION**


- 7.1 The Trefoil Guild may be dissolved by a resolution of the Trefoil Guild Board of Trustees and passed by a majority of not less than two thirds of the members of the that Board and ratified by the Board of Trustees of The Guide Association.
- 7.2 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.

## **8. AMENDMENTS TO THE CONSTITUTION**


- 8.1 No alteration shall be made to this Constitution except by a resolution proposed by the Trefoil Guild Board of Trustees and supported by two thirds of the members present and eligible to vote.

8.2 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 Board of Trustees at its meeting on  
1 April 2023

Signed   
Chair of the Trefoil Guild

Approved by the Board of Trustees of the Guide Association at its meeting on  
1 June 2023

Signed   
Chair of the Board of Trustees of The Guide Association