

CONSTITUTION OF LEES WOOD SCOUT AND GUIDE ACTIVITY CENTRE

This constitution sets out the governing structure and the powers of the board of trustees of Lees Wood Scout & Guide Activity Centre

1. NAME AND PURPOSE

1.1 Name

The name of Lees Wood shall be Lees Wood Scout and Guide Activity Centre (hereinafter referred to as "Lees Wood").

1.2 Purpose

Lees Wood is held in trust by The Scout Association Trust Corporation and is owned by Watford North District Scouts & Watford South District Scouts, providing adventurous activities, residential accommodation and camping facilities for members of Scouting, Girlguiding and other users approved in accordance with the booking policy.

2. GOVERNANCE STRUCTURE

Lees Wood (charity number 810314) is a registered charity in England and Wales, registered with the Charity Commission. It is governed by the Charities Act 2011 and operates in accordance with all applicable charity law in England and Wales.

Lees Wood shall be governed by a two-tier structure comprising of:

- A Trustee Board (accountable for overall compliance & governance such as safety, safeguarding, strategy and finances)
- A Management Committee (accountable for operational management)

3. PROPERTY OWNERSHIP

3.1 Property Ownership

Lees Wood comprises approximately 64 acres of land held in trust by The Scout Association Trust Corporation consisting of:

- (a) The original 47 acres, held in trust by the Scout Association Trust Corporation on behalf of Watford North District Scouts and Watford South District Scouts
- (b) Approximately 17 acres of additional land purchased from Watford Borough Council in October 2010 held in trust by the Scout Association Trust Corporation on behalf of Lees Wood
- (c) Together, the land described in 3.1(a) and 3.1(b) shall constitute the site known as Lees Wood Scout and Guide Activity Centre, held and maintained for the benefit of Scouting and Girlguiding in accordance with this constitution.

3.2 Restrictive Covenant on 2010 Land Purchase

The land purchased in October 2010 from Watford Borough Council is subject to a restrictive covenant which requires:

- (a) The land shall be used only for activities associated with Scouting or Guiding
- (b) The trigger event for overage shall be the sale of the land, or its development for any purpose other than Scouting or Guiding activities, provided this occurs within 80 years of the date of purchase.
- (c) Overage shall be 60% of the net gain. The net gain is the market value of the land at the date of disposal minus the base value purchase price at the time of acquisition.

3.3 Scouts & Girlguiding Land Maintenance Obligations

Watford North Scouts, Watford South Scouts and South West Hertfordshire Girlguiding retain joint legal responsibility for the upkeep and maintenance of the land listed in 3.1(b) in accordance with the terms of the purchase agreement.

3.4 Girlguiding Compliance

Girlguiding members do not need to be registered as Scout members when using Lees Wood, being a part of the management committee, becoming a trustee or assisting Lees Wood with maintenance, service crew or any other tasks assigned to them by Lees Wood.

4. THE TRUSTEE BOARD

4.1 Composition

The Trustee Board shall consist of no fewer than five and no more than twelve trustees, made up as follows:

- (a) **Appointed Trustees:**
 - Two representatives from Watford North District Scouts (normally the District Lead Volunteer and District Chair, but the District may appoint two alternative representatives)
 - Two representatives from Watford South District Scouts (normally the District Lead Volunteer and District Chair, but the District may appoint two alternative representatives)
 - One representative from South West Hertfordshire Division Guides (normally the Division Commissioner, but the Division may appoint an alternative representative)
 - A Chair (who may be one of the District or Division representatives listed above)
 - A Treasurer
- (b) **Co-Opted Trustees:**
 - Up to five additional trustees who may be co-opted by the Trustee Board, being persons who have a legitimate interest in the operation and development of Lees Wood.
- (c) **Secretary:**
 - The secretary is not a Trustee but shall sit on the trustee board to take minutes, co-ordinate any correspondence, distribute agendas, minutes and supporting documents for Trustee Board meetings.
- (d) **Invited Persons:**
 - Trustees can invite experts, members or guests to meetings as they see fit. Invited persons have no voting rights. This should include someone from the Lees Wood management team.

4.2 Appointment and Terms

- (a) Appointed Trustees shall be appointed by their respective nominating organisations and shall serve for a term of no more than 5 years, eligible for a maximum of two consecutive terms.

The term of office for Appointed Trustees is aligned with the maximum term of appointment for the equivalent Lead Volunteer or Commissioner role within The Scout Association or Girlguiding.

- (b) The Chair and Treasurer shall be elected by the Trustee Board and shall serve for a term of no more than 3 years, eligible for a maximum of three consecutive terms. Upon completion of their maximum term, they shall not be eligible for re-election to the same role for a minimum period of one year.
- (c) Co-opted Trustees shall be appointed by resolution of the Trustee Board and shall serve for an initial term of up to one year, expiring at the next annual meeting, renewable annually thereafter, up to a maximum of nine years continuous service.
- (d) The Secretary shall be appointed by resolution of the Trustee Board at each annual meeting. As the Secretary is not a Trustee, there is no maximum term of service for this role.

4.3 Responsibilities

The Trustee Board shall have overall responsibility for:

- (a) Strategic direction and policymaking for Lees Wood
- (b) Financial oversight, including, but not limited to:
 - (i) Approval of annual budgets
 - (ii) Review of prices
 - (iii) Review of annual accounts
 - (iv) Approval of major expenditure beyond delegated limits
- (c) Ensuring compliance with:
 - (i) Charity law and regulations
 - (ii) Health and safety legislation
 - (iii) Safeguarding requirements
- (d) Property and asset management, including major works and capital projects
- (e) Appointment and oversight of the Warden
- (f) Risk management
- (g) Insurance arrangements
- (h) Approval of all policy decisions affecting Lees Wood
- (i) Ensure that The Warden, deputy Wardens and assistant wardens, crew members and activity instructors that are not already a member of the Scout Association are registered as a member of Watford North Scouts and are keeping up to date with their training and DBS requirements. Their appointment will sit on the Scout Membership System as a Team Member of the Lees Wood Support Team under Watford North District Scouts. Members of Girlguiding do not need a Scout membership for any role involving commitment for Lees Wood.

4.4 Meetings

- (a) The Trustee Board shall meet at least 3 times per year, plus the annual meeting as defined in 8.3.
- (b) The quorum for Trustee Board meetings shall be one-third of the Trustee membership, plus one.
- (c) Decisions shall normally be made by consensus. Where voting is required, each trustee shall have one vote. The Chair does not have a casting vote in the event of a tie.

- (d) In the event of a tie, the motion on which the Trustees are voting for is not carried. It is eligible for further consideration at the next meeting.
- (e) If a motion has been presented at two consecutive Trustee Board meetings without a decision being reached, it may not be brought forward again until six months have passed from the date it was last proposed.

5. THE MANAGEMENT COMMITTEE

5.1 Composition

The Management Committee shall consist of:

(a) Ex Officio Members:

- The Warden

(b) Representative Members:

- Two representatives appointed from Watford North District Scouts
- Two representatives appointed from Watford South District Scouts
- Two representatives appointed from South West Hertfordshire Girlguiding
- One further representative from the Lees Wood Warden team

(c) Bookkeeper

- The bookkeeper can be someone listed in 5.1(b) except for the representative of Lees Wood

(d) Note taker:

- The note taker can be someone listed in 5.1(b) or 5.1(e) except for the representative of Lees Wood

(e) Co-ordination Team:

- Site Activity Co-ordinator
- Service Crew Co-ordinator
- Booking Co-ordinator

(f) Chair:

- The chair can be someone listed in 5.1(b) or 5.1(e) except for the representative of Lees Wood

5.2 Appointment and Terms

- (a) The Lees Wood representative shall be appointed by the Warden. If the Warden's appointment comes to an end by means of resignation, notice, suspension or any other form of termination, the Lees Wood representative's term of appointment also comes to an end. Representatives may be reappointed by the new Warden.
- (b) The appointments of the Site Activity Co-ordinator, the Service Crew Co-ordinator and the Booking Co-Ordinator is the responsibility of the Management Committee.

5.3 Responsibilities

The Management Committee shall be responsible for the day-to-day operation of Lees Wood, including:

- (a) Planning, organising and delivering events and activities, including fundraising, associated to Lees Wood (e.g. Activity Day)

- (b) Managing the booking system and responding to enquiries in a timely manner
- (c) Site maintenance, upkeep and minor repairs within delegated budgets
- (d) Ensuring the site meets health and safety standards
- (e) Managing volunteers involved in site operations
- (f) Implementing policies and decisions made by the Trustee Board
- (g) Preparing ideas and recommendations for the Trustee Board on matters requiring trustee approval
- (h) Maintaining appropriate records of accidents and incidents including near misses
- (i) Preparing management accounts and activity reports for the Trustee Board

5.4 Delegated Authority

The Management Committee shall have delegated authority, with permission of the Trustee Board, to:

- (a) Approve expenditure up to £1000 per item
- (b) Accept bookings for approved users
- (c) Arrange routine maintenance and repairs within approved budgets
- (d) Make operational decisions in line with overall responsibilities or strategy

5.5 Sub-Committees

- (a) The Management Committee may establish sub-committees to assist with specific tasks or projects. Members of sub-committees need not be members of the Management Committee but shall report to it regularly.
- (b) Each sub-committee shall have clear terms of reference in line with the Management Committee responsibilities.

5.6 Meetings

- (a) The Management Committee shall meet at least four times, plus an annual meeting as defined in 8.3, per year.
- (b) The quorum for Management Committee meetings shall be one-third of the membership of the Management Committee, plus one, and include the Warden or their nominated deputy.

6. THE WARDEN

6.1 Role Purpose

The Warden is the day-to-day manager of Lees Wood. The Warden is the link between the Trustee Board and the Management Committee.

6.2 Appointment

The Warden shall be appointed by the Trustee Board. Their appointment will sit on the Scout Membership System as the Team Leader of the Lees Wood Support Team under Watford North District Scouts.

6.3 Responsibilities

The Warden shall:

- (a) Provide termly reports to the Trustee Board on operational matters

- (b) Ensure effective communication between the Trustee Board and Management Committee
- (c) Oversee day-to-day site operations, safety and safeguarding
- (d) Ensure compliance with The Scout Association's Policy, Organisation and Rules (POR)

7. RELATIONSHIP BETWEEN TRUSTEE BOARD AND MANAGEMENT COMMITTEE

7.1 Communication and Liaison

- (a) The Warden shall serve as the principal link between the Trustee Board and the Management Committee.
- (b) Notes, including a Warden's report, of Management Committee meetings shall be provided to the Trustee Board. This can be done electronically.
- (c) The Trustee Board may invite members of the Management Committee to the Trustee Board meeting to discuss specific items.
- (d) The Management Committee may request to join any of the Trustee Board meetings however, this can be declined.

7.2 Reporting

The Management Committee shall provide the Trustee Board with:

- (a) Termly booking statistics including camping, evening visits and bookable activities.
- (b) Recommendations on policy matters requiring trustee decision
- (c) Notification of any incidents or concerns that has been reported to the Scout Head Quarters
- (d) Notification of repeated incidents or concerns relating to any activity or equipment that belongs to Lees Wood
- (e) Notification of any incidents or concerns relating to the facilities, including campsites and buildings

7.3 Matters Requiring Trustee Approval

The Management Committee shall seek Trustee Board approval for:

- (a) Expenditure exceeding delegated limits as mentioned in 5.4(a)
- (b) Changes to site facilities or layout
- (c) New partnerships or agreements with third parties
- (d) Changes to charging policies or terms and conditions
- (e) Any matter involving significant financial, legal or reputational risk

8. GENERAL PROVISIONS

8.1 Compliance with Scout Association POR & Girlguiding Policies

Lees Wood shall operate in compliance with The Scout Association's Policy, Organisation and Rules (POR) and Girlguiding's policies and procedures. Where a provision applies to one organisation only, the relevant policy shall take precedence for that organisation's activities.

8.2 Financial Year

The financial year of Lees Wood shall run from 1st January to 31st December

8.3 Annual Meeting

8.3.1 The annual meeting shall be open to all members of the Trustee Board, the Management Committee, and all members of Watford North District Scouts, Watford South District Scouts and South West Hertfordshire Girlguiding, including invited guests.

8.3.2 Notice of the annual meeting shall be sent to those listed in 8.3.1 at least 21 days in advance. Notice may be distributed via the District Lead Volunteers or the South West Hertfordshire Girlguiding Division Commissioner but is not limited to those individuals.

8.3.3 An Annual Meeting shall be held each year to:

- Receive and approve the annual accounts
- Receive annual reports from the Trustee Board, the Warden and the Management Committee
- Appoint an independent examiner
- Appoint or re-appoint the Trustee Board Secretary
- Elect the Chair of the Trustee Board
- Elect the Treasurer of the Trustee Board
- Elect or re-elect co-opted members of the Trustee Board
- Appoint representative members from Watford North District Scouts, Watford South District Scouts and South West Hertfordshire Girlguiding
- Elect or re-elect the Chair of the Management Committee
- Elect or re-elect the Co-ordination Team
- Review the constitution and consider any proposed amendments, or formally adopt the constitution as presented if no amendments are proposed
- Conduct any other business as required

8.4 Winding Up and Disposal of Assets

8.4.1 Disposal of Proceeds

In the event of winding up for any reason, the Trustees shall ensure that all monies received from the sale of assets are disposed of as the Trustees see fit but must only be used for the benefit of Scouting and/or Guiding in the county of Hertfordshire.

8.4.2 Original Land (47 acres)

Disposal or otherwise of the original 47 acres of land shall be the responsibility of the two owning Scout Districts (Watford North District Scouts and Watford South District Scouts).

8.4.3 Additional Land (2010 Purchase)

The Lees Wood Trustees shall be responsible for the disposal or otherwise of the additional land (approximately 17 acres) purchased from Watford Borough Council in October 2010. Any such disposal shall be in accordance with:

- (a) The Scout Association's Policy, Organisation and Rules (POR)
- (b) Girlguiding's Policy in respect of Girlguiding's interest in the additional land
- (c) The restrictive covenant detailed in section 3.2

8.5 Amendment of Constitution

This constitution may be amended by a two-thirds majority vote of the full Trustee Board membership, provided that:

- Notice of proposed amendments is given to all trustees at least 28 days in advance

- No amendment shall be made that would conflict with The Scout Association's Policy, Organisation and Rules (POR) or Girlguiding Policies

8.6 Dissolution

In the event of dissolution, any assets remaining after satisfaction of debts and liabilities shall be transferred to The Scout Association for use in the local area.

Adopted at the Annual General Meeting for Lees Wood

Date: 19th May 2026

Signed:

Name: Jack Mawhinney

Position: Lees Wood Trustee

This constitution (version 1.5) was formally adopted at the Annual General Meeting held on the above date and supersedes all previous versions.

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