



Constitution of Girl Guides Association (Tasmania)

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Constitution of Girl Guides Association (Tasmania)

1 General

1.1 Name of the Association

The name of the Association is Girl Guides Association (Tasmania).

1.2 Historical Background

- (a) The Girl Guides Association was constituted and created in Great Britain by Royal Charter dated 14 December 1922.
- (b) The Association was formed in accordance with the principles of the Girl Guides Association and with the laws of the State of Tasmania and is an independent body within a framework of Girl Guides Australia.
- (c) The Association has adopted the Guide Promise, the Guide Law and the Guide badge, based on a trefoil, of Girl Guides Australia.
- (d) The Association is a body corporate under the name of Girl Guides Association (Tasmania) as provided by the Act.

2 Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
ACNC	means the Australian Charities and Not-for-profits Commission.
Act	means the Girl Guides Association Act 1957 (Tas).
Adult Member	means a Member who is aged 18 or older.
Annual General Meeting	means the annual general meeting of State Council, called in accordance with rule 5.
Assistant State Commissioner	means a person appointed as an assistant state commissioner under rule 7.4.
Association	means Girl Guides Association (Tasmania), a body corporate incorporated by the Act.
Board	means the board of Directors of the Association.
Business Day	means a day that is not a Saturday, Sunday or public holiday where the Office is located.
Chair	means a Director appointed to act as Chair of the Board under rule 7.2.

Term	Definition
Co-opted Directors	means the Directors appointed in accordance with rule 7.7.
Committee	means a committee to which powers have been delegated by the Board under rule 10.6.
Commissioner Appointment Date	has the meaning set out in rule 7.3(d).
Commissioner Notice	has the meaning set out in rule 7.3(a).
Commissioners	means the State Commissioner and any Deputy State Commissioners and Assistant State Commissioners, where appointed.
Constitution	means the constitution of the Association.
Deputy State Commissioner	means a person appointed as deputy state commissioner under rule 7.4.
Director	means a person appointed or elected to the office of director of the Association.
District Manager	means a person appointed as a district manager by the Board, on terms and conditions determined by the Board.
Executive Officer	for the purposes of rule 19, means a person who is concerned, or takes part in, the management of the Association (regardless of the person's designation and whether or not the person is a director of the Association).
Girl Guides Australia	means Girl Guides Australia (ABN 50070581770) being the peak body of the Association.
Girl Guides Australia Director	means a director appointed by the Board to represent Girl Guides Australia in accordance with rule 7.9.
Guide	means any Member who has made the Guide Promise.
Guide Law	means the guide law of Girl Guides Australia, as amended from time to time.
Guide Promise	means the guide promise of Girl Guides Australia, as amended from time to time.
Liability	for the purposes of rule 19, includes any claim, action, suit, proceeding, investigation, inquiry, damage, loss, cost or expense.
Managers	means District Managers, Region Managers and State Managers and Manager shall mean any one as the context requires.
Manager Director	means any person who is appointed to the Board in accordance with rule 7.8(a).
Meetings	means Annual General Meetings and Special Meetings, and Meeting shall mean either one as the context requires.
Member	means any person who becomes a member of the Association under this Constitution.

Term	Definition
Member Director	means any person who is elected to serve on the Board as a member director in accordance with rule 7.6.
Membership Fee	means the annual fee payable to the Association by each Member, which includes the quota component to Girl Guides Australia, as determined by the Board from time to time.
Office	means the registered office of the Association.
Officeholders	means those officers described in rule 7.1(a).
Officer	for the purposes of rule 19 means: <ul style="list-style-type: none"> (a) a Director; (b) the State Executive Officer; and (c) any Assistant State Commissioner.
Region Manager	means a person appointed as a region manager by the Board, on terms and conditions determined by the Board.
Registered Address	means the address of the Member notified by the Member to the Association as the place they will accept service of notices.
Seal	means the common seal of the Association if any.
Special Majority Matters	means those matters set out in rule 5.11(a).
Special Meeting	means a special meeting of State Council, called in accordance with rule 5.
Special Meeting Requisition	has the meaning set out in rule 5.4(a).
State Commissioner	means a person elected to the office of state commissioner in accordance with rule 7.3.
State Council	means the Adult Members eligible in accordance with rule 5.1, acting together from time to time.
State Executive Officer	means a person appointed or elected to the office of state executive officer by the Board (or such other position having the same duties as the state executive officer as set out in this Constitution), on terms and conditions determined by the Board and having the duties set out in this Constitution.
State Manager	means a person appointed as a state manager by the Board, on terms and conditions determined by the Board.
WAGGGS	means the World Association of Girl Guides and Girl Scouts
Youth Member	means a Member aged under 18 years.

1.2 Interpretation

In this document:

- (a) a reference to a rule, schedule, annexure or party is a reference to a rule of, and a schedule, annexure or party to, this document and references to this document include any schedules or annexures;
- (b) a reference to a party to this document or any other document or agreement includes the party's successors, permitted substitutes and permitted assigns;
- (c) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced;
- (e) a reference to this document includes the agreement recorded by this document;
- (f) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
- (g) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day;
- (h) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity; and
- (i) a reference to 'month' means calendar month.

3 Objects and powers

3.1 Objects of the Association

- (a) The objects of the Association are:
 - (i) to provide girls and young women with opportunities for self-training in the development of character, responsible citizenship and service to the community; and
 - (ii) to advance other charitable purposes which are beneficial to the community.
- (b) To achieve these objects, the Association may, without limitation:
 - (i) harness the resources of the community in support of the objects in rule 3.1;
 - (ii) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 3.1;
 - (iii) act as trustee of any trust the purpose of which relates to the objects in rule 3.1; and

- (iv) do all other things incidental or conducive to the attainment of the objects in rule 3.1.

3.2 No political activity

The Association must abstain from any party political activity.

3.3 Body corporate

The Association is a statutory body corporate and has all the powers set out in the Act.

4 Membership

4.1 Eligibility for membership

Membership of the Association is open to all girls and women:

- (a) who have attained five years of age;
- (b) who accept the principles and beliefs of Guiding;
- (c) who have paid the Membership Fee; and
- (d) who:
 - (i) have made the Guide Promise; or
 - (ii) are working towards making the Guide Promise.

4.2 Guide Promise

A Member becomes a Guide when she makes the Guide Promise.

4.3 Membership application

Where an applicant for Membership:

- (a) is under 18, she becomes a Youth Member on receipt by the Board of:
 - (i) the registration form signed by the applicant's parent or the guardian of that applicant;
 - (ii) the Membership Fee for that year; and
 - (iii) any other documents or evidence as to qualification for membership that the Board may request in writing.
- (b) is 18 or over, she becomes an Adult Member on receipt by the Board of:
 - (i) a nomination signed by an existing Member;
 - (ii) consent of the applicant;
 - (iii) the Membership Fee for that year; and

- (iv) any other documents or evidence as to qualification for membership that the Board may request in writing.

4.4 Membership

Members must:

- (a) pay the Membership Fee on an annual basis;
- (b) abide by the Guide Promise, Guide Law and the principles of Guiding;
- (c) comply with the provisions of this Constitution and the policies and guidelines published by the Association and Girl Guides Australia from time to time; and
- (d) on receipt of a written request from the Board provide such documents or evidence as to qualification for continued membership as may be required by such policies and guidelines of the Association.

4.5 Suspension

- (a) The State Commissioner may use her discretion, in consultation with anyone she sees fit or on any evidence she sees relevant, to suspend the membership of a Member if she is satisfied the member has breached of the Guide Promise, Guide Law, aims and/or policy.
- (b) At its next meeting the Board will review the decision of the State Commissioner and either uphold or revoke the suspension or, subject to rule 15, terminate that Member's membership.
- (c) Subject to rule 15, a decision by the Board under rule 4.5(b) is final.

4.6 Cessation of Membership

- (a) A person ceases to be a Member if:
 - (i) the Member resigns by giving 21 days' notice to the Board;
 - (ii) the Member dies; or
 - (iii) the Board terminates her membership in accordance with rules 4.5(b) or 4.6(b).
- (b) Subject to rule 15, the Board may terminate a Member's membership if the Member:
 - (i) fails to notify the Association of a change of address or contact details and is unable to be contacted at the Registered Address for a period of two years;
 - (ii) has Membership Fees in arrears;
 - (iii) fails to comply with any provision of rule 4.4; or
 - (iv) has conducted herself a way the Board in its sole discretion considers to be injurious or prejudicial to the character or interests of the Association.

5 State Council

5.1 Membership of State Council

All Adult Members from time to time, who are in compliance with this Constitution, together constitute the State Council.

5.2 State Council

The State Council has the exclusive power to:

- (a) elect the four Member Directors to the Board;
- (b) amend this Constitution in accordance with this rule 5; and
- (c) determine to dissolve the Association in accordance with this rule 5.

5.3 Annual General Meeting

- (a) The Annual General Meeting will be held within four months of the end of the financial year at such time and place as determined by the Board.
- (b) The business of the Annual General Meeting will be to:
 - (i) receive and adopt the annual report for the immediately preceding year submitted by the Board;
 - (ii) receive and adopt the financial statements for the immediately preceding financial year submitted by the Board;
 - (iii) appoint the auditor;
 - (iv) elect a maximum of four Member Directors as representatives to the Board; and
 - (v) accept special business notified in writing to the State Executive Officer.

5.4 Special Meetings

- (a) Special Meetings will be called by the State Executive Officer:
 - (i) at the request of the Board; or
 - (ii) subject to rule 5.4(c), on the written request of at least twenty Adult Members, (each a **Special Meeting Requisition**).
- (b) A Special Meeting Requisition must state the objects of the proposed Special Meeting and may consist of several documents.
- (c) Any Special Meeting requested in accordance with rule 5.4(a)(ii) which relates to a Special Majority Matter, requires the prior written approval of the Board before a written request is sent to the State Executive Officer under 5.4(a)(ii).

5.5 Notice of Meetings

- (a) At least thirty days' notice of any Meeting must be given to all Adult Members by the State Executive Officer.
- (b) A notice provided under rules 5.5(a) must be in writing and provide details of:
 - (i) the date and time of the Meeting;
 - (ii) the place of the Meeting and if the Meeting is to be held at two or more places the notice must set out details of the technology used to conduct the Meeting and how votes is to be conducted;
 - (iii) the business to be transacted at the Meeting; and
 - (iv) where the notice contains proposed resolutions in respect of a Special Majority Matter, the notice must provide sufficient detail to allow the Adult Members to vote on such Special Majority Matter. In relation to a Special Majority Matter under rule 5.11(a)(i), a copy of any amendments must be circulated with the notice of Meeting under this rule.
- (c) In addition, at least 14 days before an Annual General Meeting is scheduled to take place the State Executive Officer shall publish in at least one newspaper circulating in Tasmania an advertisement giving notice of that Annual General Meeting.

5.6 Chair

- (a) The Chair of the Board must be chair at every general meeting.
- (b) If at any general meeting:
 - (i) the Chair of the Board is not present at the specified time for holding the meeting; or
 - (ii) the Chair of the Board is present but is unwilling to act as Chair of the meeting,the Directors present may choose another Director as Chair of the meeting and if no Director is present or if each of the Directors present are unwilling to act as Chair of the meeting, a member of State Council chosen by the members present may act as Chair of the meeting.

5.7 Using technology to hold general meetings

- (a) A Meeting may be held at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- (b) Anyone using this technology is taken to be present in person at the Meeting.

5.8 Admission to Meetings

- (a) The Chair may refuse admission to, or require to leave and remain out of, the Meeting any person:
 - (i) who, without the permission of the Chair, is recording the Meeting;
 - (ii) in possession of a placard or banner;

- (iii) in possession of an article considered by the Chair to be dangerous, offensive or liable to cause disruption;
 - (iv) who refuses to produce or permit examination of any article, or the contents of any article, in the person's possession;
 - (v) who behaves or threatens to behave in a dangerous, offensive or disruptive way; or
 - (vi) who is not entitled to receive notice of the Meeting.
- (b) The Chair may delegate the powers conferred by rule 5.8(a) to any person.
 - (c) A person, whether a member or not, requested by the Directors or the Chair to attend a Meeting is entitled to be present and, at the request of the Chair, to speak at the Meeting.
 - (d) The State Executive Officer and any Assistant State Commissioners are entitled to attend the Annual General Meeting and Special Meetings.

5.9 Quorum

- (a) Subject to rule 5.9(b), the quorum for a Meeting will be the lessor of:
 - (i) twenty Adult Members; or
 - (ii) 10% of the Adult Members.
- (b) Where a Meeting is called to vote on a Special Majority Matter:
 - (i) under rule 5.11(a)(i), the quorum for such Meeting will be 20% of the Adult Members; and
 - (ii) under rule 5.11(a)(ii), the quorum for such Meeting will be 75% of the Adult Members.
- (c) If a quorum is not present thirty minutes after the appointed time for the commencement of a Meeting, the Meeting, if convened on the requisition of members, is to be dissolved and, in any other case, is to stand adjourned to the same time within four weeks and, unless another place is specified at the time of the adjournment by the person chairing the Meeting or communicated by written notice to members given before the day to which the Meeting is adjourned, at the same place.
- (d) If, at the adjourned Meeting a quorum is not present within thirty minutes after the appointed time for the commencement of the Meeting, a further Meeting will be called within four weeks and the number of members present, being at least five, at this Meeting is to constitute a quorum.

5.10 Voting

- (a) Each Adult Member will have one vote only.
- (b) Members will be advised in the notice of Meeting if voting is to be by other means than in person, such as electronic means or postal vote.

- (c) Subject to rule 5.10(d), any resolution may be passed by a simple majority of votes cast at the Meeting.
- (d) A resolution on a Special Majority Matter:
 - (i) under rule 5.11(a)(i) requires 80% of votes cast in favour of it at the Meeting; and
 - (ii) under rule 5.11(a)(ii) requires 90% of votes cast in favour of it at the Meeting.

5.11 Special Majority Matters

- (a) The following matters are Special Majority Matters:
 - (i) any amendments to this Constitution, or the adoption of a new constitution; and
 - (ii) the dissolution of the Association.
- (b) Any amendments to this Constitution or adoption of a new constitution under rule 5.11(a)(i):
 - (i) must be approved by in accordance with this rule 5; and
 - (ii) must be notified to Girl Guides Australia and lodged with the relevant government departments (including the ACNC) as required by law or regulation within four weeks of approval under this rule 5; and
 - (iii) subject to compliance with rules 5.11(b)(i) and 5.11(b)(ii), will take effect four weeks from the approval obtained in accordance with rule 5.11(b)(i).
- (c) Where a resolution to dissolve the Association under rule 5.11(a)(ii) has been passed in accordance with this rule 5, the assets of the Association then remaining will not be distributed amongst the Members but transferred to an organisation with similar aims and objectives to the Association.

6 Financial matters

6.1 Keeping of financial records

- (a) The financial year of the Association begins on 1 January and ends at 31 December.
- (b) Proper books and financial records must be kept recording the financial affairs of the Association.
- (c) The Board must make available to all Adult Members at the end of each financial year, copies of the financial report including a copy of the auditor's report and any other documentation as required by applicable law.
- (d) The Board must lay before the State Council at each Annual General Meeting the financial statements required under rule 6.1(c).

6.2 Inspection of records of the Association

- (a) The Board may decide whether and to what extent, and at what time and place and under what conditions the financial records and other documents of the Association or any of them will be open to the inspection by Members.
- (b) No Member has the right to inspect any document of the Association except as required by law or as authorised by the Board.

6.3 Assets

- (a) Subject to the laws of the Commonwealth of Australia and of the State of Tasmania and to the provisions of any deed, testamentary instrument, instrument of trust or any other instrument, all property of the Association or of any group supporting the Association, will be vested in the body corporate, namely the Association.
- (b) The disbursement of local equipment, money, land and buildings will be determined by the Board in consultation with the appropriate Region Manager or District Manager, where appointed.

7 The Board

7.1 Directors

- (a) The Board consists of the following:
 - (i) the Chair;
 - (ii) the State Commissioner;
 - (iii) the Deputy State Commissioner;
 - (iv) the State Treasurer, where appointed;
 - (v) a maximum of four Member Directors;
 - (vi) a maximum of two Co-opted Directors;
 - (vii) a maximum of two Manager Directors, or temporary directors appointed to fill their position under rule 7.8(c); and
 - (viii) the Girl Guides Australia Director, where appointed.
- (b) The State Executive Officer and any Assistant State Commissioners may be invited by the Board to attend the whole or any part or parts of Board or other meetings but do not form part of the Board and are not entitled to vote.

7.2 Chair

- (a) The Board may elect any person as a Director to be the Chair of its meetings. If no Chair is elected or if at any meeting the Chair is not present at the time specified for holding the meeting (or, if being present, the relevant Directors refuse to act as Chair or deputy Chair), the Directors present may choose one of their number to be Chair of the meeting.

- (b) The term of the Chair is as set out in rule 7.10 unless the Board, in its discretion, determines a shorter period in the Chair's terms of appointment.

7.3 State Commissioner

- (a) On the earlier of:
 - (i) the date falling six months before the end of the term of the existing State Commissioner;
 - (ii) the existing State Commissioner's resignation under rule 8.1; and
 - (iii) the date the office of State Commissioner is vacated for any other reason,the State Executive Officer will notify the State Council in writing of the available position, and inviting all Adult Members to apply by completing an enclosed nomination form (**Commissioner Notice**).
- (b) Adult Members who wish to be considered for the position of State Commissioner must complete and return the nomination form within sixty days of the Commissioner Notice.
- (c) The Board will consider all valid nomination forms and appoint the new State Commissioner.
- (d) The appointment will take effect from the date agreed between the Board and the successful applicant (**Commissioner Appointment Date**). The Board may appoint any Director to perform the functions of the State Commissioner for the interim period up to the Commissioner Appointment Date.
- (e) The term of the State Commissioner is as set out in rule 7.10 unless the Board, in its discretion, determines a shorter period in the State Commissioner's terms of appointment.
- (f) Following the appointment of the State Commissioner, the State Executive Officer shall immediately inform the Chief Commissioner of Girl Guides Australia of the appointment.

7.4 Deputy and Assistant State Commissioners

- (a) The State Commissioner will nominate a Deputy State Commissioner and, if any, Assistant State Commissioner(s) for ratification by the Board.
- (b) If the Board disapproves a nomination, then the State Commissioner will nominate a second person and the same procedure will be followed. If the second person is not appointed, then the State Commissioner will nominate a third person and the same procedure will be followed. If the third person is not appointed, the State Commissioner will appoint a Deputy State Commissioner without further reference to the Board (which may not be any of the candidates previously rejected by the Board).
- (c) The term of any Deputy State Commissioner and any Assistant State Commissioner will automatically expire on the same date as her appointing State Commissioner.

7.5 State Treasurer

- (a) The Board, in its discretion, may appoint:

- (i) any person to act as State Treasurer, subject to her prior written consent to act; or
 - (ii) engage with any external financial advisers as they deem appropriate to fulfil the duties of the State Treasurer to be determined by the Board from time to time.
- (b) Where a person is appointed as State Treasurer, subject to the prior consent of the Board, she may delegate some or all of her duties to any external financial advisers as the Board deems appropriate from time to time.
- (c) The term of the State Treasurer is as set out in rule 7.10 unless the Board, in its discretion, determines a shorter period in the State Treasurer's terms of appointment.

7.6 Member Directors

- (a) A maximum of four Adult Members may be elected to the Board as Member Directors at any one time.
- (b) The process for election of a Member Director is as follows:
- (i) two Adult Members entitled to vote may nominate any other Adult Member to serve as a Member Director;
 - (ii) no person is eligible for election as a Member Director unless that person gives written consent;
 - (iii) the nomination and consent must be in writing and provided to the State Executive Officer at least 45 days before the Annual General Meeting at which the election is to be held;
 - (iv) the candidates' names (in alphabetical order) and the proposers' and seconders' names must be forwarded to members with the notice of Annual General Meeting;
 - (v) at the Annual General Meeting, each Adult Member is entitled to cast a vote 'for' or 'against' the appointment of a named candidate for a vacant position for which they have nominated;
 - (vi) if there are insufficient nominations for available positions, the Chair may seek the nomination of candidates at the Annual General Meeting.
- (c) Member Directors will commence office from the commencement of the next Board meeting following their election.
- (d) If three Member Directors have not been elected to the Board at the Annual General Meeting, the Board may appoint Adult Members to the unfilled positions until the next Meeting.
- (e) The State Executive Officer will announce all appointments under this rule in the next issue of the monthly bulletin of the Association following the relevant Annual General Meeting.

7.7 Co-opted Directors

- (a) The Board, in its discretion, may appoint any two persons to act as Co-opted Directors, subject to each appointee's prior written consent to act.

- (b) The term of each Co-opted Director is as set out in rule 7.10 unless the Board, in its discretion, determines a shorter period in that Co-opted Director's terms of appointment.

7.8 Manager Directors

- (a) Subject to their prior written consent to act, the Board may appoint up to two Managers to act as Manager Directors.
- (b) The term of any Manager Director is subject to rule 7.10 and annual review by the Board. A Manager Director's appointment shall cease immediately upon the Manager Director ceasing to be appointed to their position.
- (c) Where two Manager Directors have not been appointed or consented to act in accordance with this rule 7.8, the Board may appoint Adult Members to the unfilled positions until they are filled with Manager Directors appointed and consenting to act in accordance with this rule.

7.9 Girl Guides Australia Director

- (a) The Board, in its discretion, may appoint any person to act as Girl Guides Australia Director to represent Girl Guides Australia, subject to her prior written consent to act.
- (b) Where no Girl Guides Australia Director is appointed under this rule 7.9, the State Commissioner may act as the Girl Guides Australia Director.
- (c) Where appointed, the term of the Girl Guides Australia Director is as set out in rule 7.10 unless the Board, in its discretion, determines a shorter period in that Girl Guides Australia Director's terms of appointment.

7.10 Term of Appointment

- (a) Unless otherwise determined by the Board in accordance with rules 7.2(b), 7.3(e), 7.5(c), 7.7(b), 7.8(b) or 7.9(c), the term of any Director (including the State Commissioner) expires on the third Annual General Meeting after their appointment or election (**Initial Term**). On the expiry of the Initial Term, the Board and the Director may agree on a further term of up to two years.
- (b) Subject to clause 7.11(c), Any Director who has served on the Board in a role in 7.1(a) for a continuous period of five years must stand down from that role the Board and is not eligible for re-election or re-appointment to that role for a period of one year from the date of standing down.

7.11 Casual vacancies

- (a) The Board has power to appoint a qualified person as a Director either to fill a casual vacancy among the Member Directors or as an addition to the existing members but so that the total number of Member Directors must not exceed the number fixed under this Constitution.
- (b) Any person appointed under this rule holds office until the next Meeting when an election must be held to fill the vacancy. Any person appointed under this rule is eligible for election at that Meeting.
- (c) If a Director fills a casual vacancy of a role in clause 7.1(a) and is subsequently elected to that role, the period served in that role while filling a casual vacancy is not included in the five-year limit under clause 7.10(b).

8 Vacation of office

8.1 Resignation

A Director may resign from the Board by written notice delivered to the State Executive Officer. The resignation takes effect when the notice is received by the State Executive Officer, or on a later date specified in the notice.

8.2 Removal

- (a) A Director may be removed from office by ordinary resolution of the State Council at a Meeting convened for that purpose. At the Meeting the Director must be given the opportunity to present her case orally or in writing.
- (b) A Director removed under rule 8.2 retains office until the dissolution or adjournment of the Meeting at which she is removed.

8.3 Disqualification

The office of a Director is vacated:

- (a) upon a Director becoming an insolvent under administration, suspending payment to creditors, or compounding with or assigning the Director's estate for the benefit of creditors;
- (b) upon a Director becoming a person of unsound mind or is a patient under laws about mental health, or whose estate is administered under laws about mental health;
- (c) upon a Director being absent from meetings of the Board for three consecutive calendar months without leave of absence from the Board where the Board has not, within 14 days of having been served by the State Executive Officer with a notice giving particulars of the absence, resolved that leave of absence be given;
- (d) upon a Director resigning office by written notice to the State Executive Officer; or
- (e) upon a Director being prohibited from being a director by reason of the operation of law; and
- (f) upon a Director, who is also a Member, having her Membership terminated by the Board in accordance with rule 4.6(b).

9 Exercise of voting power

9.1 Exercise of voting power in other corporations

The Board may exercise the voting power conferred by the shares in any corporation owned by the Association at the Board's discretion (including voting in favour of any resolution appointing any of the Directors as directors of that corporation). A Director may vote in favour of the exercise of those voting rights even if the Director is, or may be about to be appointed, a director of that other corporation and may be interested in the exercise of those voting rights.

10 Proceedings of the Board

10.1 Procedures about Board meetings

- (a) Provided that the Board meets no less than once every two calendar months, the Board may meet together, upon each Director being given notice under rules 10.1(c) and 10.1(d), for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Until otherwise decided by the Board, 50% of Directors form a quorum.
- (c) Each Director must receive at least seven days' written notice of any Board meeting from the State Executive Officer, advising the time, place and business to be transacted at that meeting.
- (d) Notice is considered given to a Director, and all Directors are considered to have consented to the method of giving notice, if notice is sent by mail, personal delivery or by electronic mail to the usual place of residence or electronic address of the Director (if any electronic address is notified to the State Executive Officer) or at any other address given to the State Executive Officer by the Director subject to the right of the Director to withdraw the consent within a reasonable period before a meeting.

10.2 Meetings by telephone or other means of communication

- (a) The Board may meet either in person or by telephone or by other means of communication consented to by all Directors subject to the right of a Director to withdraw their consent within a reasonable period before a meeting.
- (b) All persons participating in the meeting must be able to hear and be heard by all other participants.
- (c) A meeting conducted by telephone or other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, if one or more of the Directors present at the meeting is at that place for the duration of the meeting.

10.3 Votes at meetings

Questions arising at any Board meeting are decided by a majority of votes.

10.4 Convening of meetings

A meeting of the Board must be convened if:

- (a) called by the Chair (where appointed) or the Board at any time, or
- (b) called by the State Executive Officer, upon the request of:
 - (i) the State Commissioner; or
 - (ii) any three Directors.

10.5 Powers of meetings

A meeting of the Board or any adjournment of a meeting at which a quorum is present is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board.

10.6 Delegation of powers to Committees

- (a) The Board may, subject to the law, delegate any of its powers to Committees consisting of:
 - (i) one or more Directors;
 - (ii) the State Commissioner (or a Deputy State Commissioner or Assistance State Commissioner in her place); and
 - (iii) any other person or persons the Committee thinks fit, being a Member with relevant experience or a person from the community.
- (b) A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.

10.7 Proceedings of Committees

- (a) Committee proceedings are governed by the proceedings in this document that apply to meetings and proceedings of the Board.
- (b) A Committee must follow instructions imposed by the Board, any policies and rules published by the Association or Girl Guides Australia from time to time and must refer any matters of policy to the Board.
- (c) A Committee is under the control and direction of the Board and has no power in the management of the Association.
- (d) A Committee chair may be invited to attend Board meetings to report on matters considered by that Committee.

10.8 Validity of acts

Acts of the Board, a Committee or a Director, even if it is afterwards discovered that there was some defect in the appointment of any of the Directors or the Committee or that any of them were disqualified, are valid as if each person was duly appointed and qualified, and continued to be a Director or a member of the Committee (as the case may be).

10.9 Resolution in writing

- (a) A resolution in writing of which notice has been given to all Directors and which is signed by all the Directors entitled to vote on the resolution is as valid and effectual as if it had been passed at a meeting of the Board. It may consist of several documents in the same form each signed by one or more of the Directors.
- (b) An electronic transmission or other document produced by mechanical or electronic means under the name of a Director with their authority is deemed to be a document in writing signed by that Director.

11 Powers of the Board

11.1 General powers of the Board

- (a) The management and control of the business and affairs of the Association are vested in the Board, which (in addition to the powers and authorities conferred upon them by this document) may exercise all powers and do all things as are within the power of the Association and are not by this document or by the Act directed or required to be exercised or done by the State Council. In particular, the Board will:
- (i) determine the rules, regulations, policies and organisation of the Association;
 - (ii) report to specified committees and bodies of Girl Guides Australia and consider and make recommendations on issues raised by Girl Guides Australia;
 - (iii) call the Meetings of the State Council;
 - (iv) have prepared the annual report of the Association for the immediately preceding year for submission to the State Council for adoption at the Annual General Meeting;
 - (v) examine the audited financial statements to the last day of the immediately preceding financial year for submission to the State Council for adoption at the Annual General Meeting;
 - (vi) define and implement the procedures for the registration, appointment, resignation and removal of holders of all positions and the winding up of groups and committees of the Association directly or indirectly responsible to the Board;
 - (vii) appoint the Chair, the State Commissioner, the Manager Directors, the State Treasurer, the Girl Guides Australia Director, and the Co-opted Directors;
 - (viii) appoint Managers, advisers and consultants, including a legal adviser;
 - (ix) be responsible for filling vacancies on the Board;
 - (x) maintain records of the registration and closure of all units, groups and committees of the Association of the registration, appointment and resignation of Leaders and other State appointments; of awards given; and of properties held;
 - (xi) have sole power to appoint and terminate the services of all paid staff;
 - (xii) have the power to seek advice from people with specific expertise for particular matters; and
 - (xiii) fulfil any other matters specified in this Constitution.
- (b) The Board may make regulations and by-laws consistent with the Constitution, which in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Association's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members (including the terms of entry of Members to the Association's premises and any event or function sponsored, promoted, facilitated or conducted by the Association) and amend or rescind any regulations and by-laws.

- (c) A regulation or by-law of the Association made by the Board may be disallowed by the State Council in a Meeting.
- (d) A resolution or regulation made by the State Council in a Meeting cannot invalidate prior acts of the Board which would have been valid if that resolution or regulation had not been passed or made.

11.2 Directors may contract with Association

- (a) A Director is not disqualified by the office of director from contracting or entering into any arrangement with the Association or any other person either as buyer, seller or otherwise. No contract or arrangement with the Association or any other person by a Director or any contract or arrangement by or for the Association or any other person in which a Director is in any way interested may be avoided for that reason.
- (b) A Director need not account to the Association for any profit realised by any contract or arrangement, by reason of holding the office of or of the fiduciary relationship established by the office.
- (c) No Director may as a director vote in respect of any contract or arrangement in which the Director has directly or indirectly any material personal interest if to do so would be contrary to applicable law and if the Director does vote her vote may not be counted. The Director must not be counted in the quorum present at the meeting. These prohibitions may be relaxed or suspended by ordinary resolution passed at a Meeting of State Council.
- (d) A Director interested in any contract or arrangement may, despite the interest, attest the affixing of the Seal to, or otherwise sign any document evidencing or otherwise connected with the contract or arrangement.

12 Patron

The patron of the Association will be appointed by the Board and will support the philosophy of WAGGGS and of Girl Guides Australia as set out in this Constitution. The term of the patron will be governed by the term of her or his public office, or be up to five years if the patron does not hold public office.

13 Appointment of governance group

- (a) The Board may establish a governance group. The Board may appoint and remove members of the governance group and terminate the governance group at any time. In deciding to terminate the governance group, each director must act in good faith and in the interests of good governance of the Association,
- (b) The functions of the governance group will be decided by the Board.
- (c) The Board may specify:
 - (i) the manner in which proceedings of a governance group are conducted;
 - (ii) the matters which the governance group must consider in carrying out its functions; and

- (iii) any other matters concerning the governance group or its functions that the Board decide.

14 Guiding groups

- (a) Guide units, districts, groups to support Guiding in local areas and other Guiding related groups may be formed by the Board according to the policies and procedures of the Association and Girl Guides Australia as amended from time to time.
- (b) These Guiding groups will comply with the conditions set down by the Board. Region Managers and District Managers will have local responsibility for ensuring this.

15 Right of Appeal

- (a) Any Member who wishes to appeal a decision or action taken by any other Member may appeal in accordance with such policies and rules published by the Association or Girl Guides Australia from time to time.
- (b) Any Member who wishes to appeal a decision made by the Board in accordance with rules 4.5 or 4.6(b) may submit her appeal in writing to the Board (or, where established, such applicable governance group), who will review and consider the appeal in accordance with such policies and rules published by the Association or Girl Guides Australia from time to time.

16 The Seal

16.1 Association Seal is optional

The Association will have a Seal. The Board will provide for the safe custody of the Seal.

16.2 Affixing the Seal

- (a) The Seal must only be used with the authority of the Board.
- (b) Every document to which the Seal is affixed must be signed by three Directors.
- (c) The Board may affix a signature by mechanical means.

16.3 Execution of documents without a Seal

The Association may sign a document without a seal, including a deed, by having the document signed by two Directors.

16.4 Other ways of executing documents

Despite rules 16.2 and 16.3, any document including a deed, may also be signed by the Association in any other manner permitted by law.

17 Minutes

17.1 Contents of minutes

The Board must ensure that minutes are duly recorded in any manner it thinks fit and include:

- (a) the names of the Directors present at each meeting of the Association, the State Council, the Board and of any Committees; and
- (b) details of all resolutions and proceedings of Meetings and of meetings of the Board and Committees.

17.2 Signing of minutes

- (a) The minutes of a meeting of the Board or of a Committee or of the State Council, if signed by the Chair of the meeting or by the Chair of the next meeting, are prima facie evidence of the matters stated in the minutes.
- (b) A signature or other transmission produced by mechanical or electronic means under the name of the Chair with their authority confirming the minutes is deemed to be sufficient for the purposes of rule 17.2(a).

18 Notices

18.1 Service of notices

- (a) A notice may be given by the Association to a Member, or in the case of joint Members, to the Member whose name stands first in the Register:
 - (i) personally;
 - (ii) by leaving it at the Member's Registered Address;
 - (iii) by sending it by prepaid post or to the Member's Registered Address; or
 - (iv) by sending it to the electronic address (if any) nominated by the Member; or
 - (v) by publishing it in the Association's monthly bulletin.
- (b) All notices sent by prepaid post to Members whose Registered Address is not in Australia may be sent by airmail or some other way that ensures that it will be received quickly.

18.2 When notice deemed to be served

- (a) A notice sent by post is considered served at the expiration of three business days after the envelope containing the notice is posted. It is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) A notice served on a Member personally or left at the Member's Registered Address is considered served when delivered.
- (c) A notice served on a Member by electronic means is considered served when the electronic message is sent.

- (d) A notice published in the Association's monthly bulletin is considered served three business days after the bulletin is distributed to Members (by email or post).

18.3 Member not known at Registered Address

Where a Member does not have a Registered Address or where the Association has bona fide reason to believe that a Member is not known at the Member's Registered Address, all future notices are considered given to the Member if the notice is exhibited in the Office, for a period of 48 hours (and is considered served at the commencement of that period), until the Member informs the Association of a Registered Address.

18.4 Signature to notice

The signature on any notice given by the Association may be written or printed.

18.5 Reckoning of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service is not to be counted in the number of days or other period.

18.6 Service on deceased Members

A notice delivered or sent by post to the Registered Address of a Member under these rules is (despite that the Member is then dead and whether or not the Association has notice of the Member's death) considered served and the service is for all purposes deemed to be sufficient service of the notice or document on the Member's heirs, executors or administrators.

18.7 Persons entitled to notice of Meeting

- (a) Notice of every Meeting is to be given to:
- (i) each Adult Member;
 - (ii) each Director; and
 - (iii) the auditor for the time being of the Association.
- (b) Other persons may receive notices of general meetings at the discretion of the Chair.

18.8 Notification of change of address

Every Member must notify the Association of any change of her address and any new address must be entered in the Register. Upon entry it becomes the Member's Registered Address.

19 Indemnity and insurance

19.1 Indemnity in favour of Directors and the State Executive Officer

- (a) Subject to rule 19.1(b), each Officer is to be indemnified to the full extent permitted by law against all losses, liabilities, costs, charges and expenses (**Liabilities**) incurred by the Officer:
- (i) as an Officer; or
 - (ii) as an employee of the Association,

out of the assets of the Association, as applicable.

- (b) The indemnity in rule 19.1:
 - (i) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
 - (ii) is enforceable without the Officer having to first incur any expense or make any payment; and
 - (iii) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be engaged or employed by the Association.

19.2 Insurance

The Association may, to the extent the law permits:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer including, but not limited to:

- (c) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (d) a Liability arising from negligence or other conduct.