

GIRL GUIDES WESTERN AUSTRALIA (INCORPORATED)



GIRL GUIDES

A U S T R A L I A

WESTERN AUSTRALIA

CONSTITUTION

April 2018

The mission of Girl Guides Australia is to empower girls and young women to grow into confident, self-respecting, responsible community members.

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BACKGROUND

- A. Girl Guides Western Australia (Incorporated), ("the Association") was originally formed on 28 June 1915 as a local branch of The Girl Guides, a not for profit Association registered in the United Kingdom.
- B. The Girl Guides became The Girl Guide Association as constituted and created in the United Kingdom by Royal Charter dated 14 December 1922 with the power to form branches elsewhere.
- C. The Girl Guides Association by deed made on 11 January 1962 provided that its Western Australian branch should be able to form its own constitution for the management of its business.
- D. Girl Guides Australia (Incorporated) was constituted for the purpose of linking the Girl Guide associations of the States and Territories of Australia in matters of common concern and interest.
- E. Acting in accordance with the aims and principles of the World Association of Girl Guides and Girl Scouts and of Girl Guides Australia (Incorporated), the Association has now become an independent association within the framework of Girl Guides Australia and incorporated under the Associations Incorporation Act 2015 (WA).
- F. The Association is governed by a Board.
- G. The business of the Association is conducted through its office in Perth, Western Australia.

BY THIS CONSTITUTION the Association makes the following provisions for the control and management of its affairs in place of the Constitution currently in force.

AIMS AND POLICY

Aims

The Association is a self-governing member of Girl Guides Australia which as the national body is a full member of the World Association of Girl Guides and Girl Scouts. The World Association of Girl Guides and Girl Scouts is the largest voluntary movement dedicated to girls and young women in the world, founded by the Right Honourable Lord Baden-Powell of Gilwell, OM, GCMG, GCVO, KBE, LLD, and grounded in the principles of Girl Guiding and Girl Scouting, outlined in the Promise and Law. Girl Guiding and Girl Scouting transform the lives of girls and young women worldwide, supporting and empowering them to achieve their fullest potential and become responsible citizens of the world through non-formal education programs and international opportunities; giving girls and young women dynamic, flexible and values-based training in life skills, leadership and citizenship.

Policy

Membership of the Association shall be open to all girls and women of every religious affiliation and circumstance. The religious needs of all shall be respected.

The Association is independent of any political organisation and does not support any political party.

The direction and control of the Association shall be in accordance with this Constitution.

Promise and Law

The Promise and Law are as stated below or the current wording approved by Girl Guides Australia.

"The Promise"

I promise that I will do my best
To be true to myself and develop my beliefs
To serve my community and Australia
And live by the Guide Law

"The Law"

As a Guide I will strive to:

- Respect myself and others
- Be considerate, honest and trustworthy
- Be friendly to others
- Make choices for a better world
- Use my time and abilities wisely
- Be thoughtful and optimistic
- Live with courage and strength

"Promise Badge"

The Promise Badge of Girl Guides Western Australia is the Promise Badge of Girl Guides Australia.

DEFINITIONS

The following definitions shall apply unless inconsistent with the context:

Act	The Associations Incorporation Act 2015 (WA) and subsequent amendments thereto.
Adult Member	A Member of the Association aged eighteen years or more.
Appeal Committee	A committee constituted to hear an appeal by an aggrieved Member.
Assistant State Commissioner	A person for the time being appointed in accordance with the By-laws to assist the State Commissioner.
Associate	A former Member, or member of the public, who pays an annual fee.
Association	Girl Guides Western Australia (Incorporated).
Board	The Board of Girl Guides Western Australia (Incorporated).
By-law	A by-law prescribed by the Board of Girl Guides Western Australia (Incorporated).
Casual Vacancy	Occurs when an Elected Member of the Board ceases to be such due to death, resignation or disqualification.
Commissioner	The person for the time being designated as the Commissioner under the Act.
Common Seal	The common seal of Girl Guides Western Australia (Incorporated).
Eligible Voting Member	A Member who is aged 15 years or older, including Life Members.
Finance Committee	The Finance Committee of the Board of Girl Guides Western Australia (Incorporated).
Girl	Any person under the age of 18 years who lives their life as female.
Girl Guide	A girl who has made the Promise or is working towards it.

Girl Guide Support Group	A support group formed in Western Australia in accordance with the principles laid down by Girl Guides Australia.
Guide Lines	The current policies and procedures of Girl Guides Australia.
Honorary Associate	A person who is nominated by the Board to be an Honorary Associate by virtue of and for the duration of their term of public or private office, and who does not pay an annual fee.
Life Member	A Member who has been awarded, by the Board, membership for the duration of their life.
Management Committee	The Management Committee of the Board of Girl Guides Western Australia (Incorporated).
Manager	The senior salaried staff member of Girl Guides Western Australia (Incorporated).
Member	Membership of the Association is voluntary and is granted to any girl or woman who has made the Promise, or who is working towards making the Promise, or who accepts the principles and beliefs of Guiding and who has paid an annual fee as determined by the Board. Such membership is inclusive and open to all girls and women regardless of ability, culture, language or religious affiliation.
Movement	The Girl Guide and Girl Scout Movements generally throughout the world.
Olave Program	The program for Members aged 18 – 30 years.
Secretary	The person for the time being appointed by the Board to the position of Secretary.
Standing Committee of the Board	A committee appointed by the Board to assist with the business of the Association.
State Commissioner	The person for the time being appointed by the Board to implement the aims of Girl Guides Australia within the State.

State Trefoil Guild	An organisation within the Association for Members who, on ceasing to be actively involved in units or the administration thereof, wish to remain in the Association. The State Trefoil Guild comprises local groups known as Trefoil Guilds.
Treasurer	The Treasurer of Girl Guides Western Australia (Incorporated).
Unit	A registered group of Youth Members participating in the program of the Association.
Unit Leader	An appointed leader of a Unit.
Woman	Any person aged 18 years or older who lives their life as female.
Youth Member	A Member of the Association aged five to seventeen years inclusive.

ARTICLE 1

Membership of the Association

- 1.1 The Members and Associates of the Association shall be bound by this Constitution and any By-laws duly made under it and shall accept the principles and methods of the Girl Guide Movement as set out in the handbooks written by the Founder Lord Baden Powell of Gilwell and in subsequent official publications of the Movement.
- 1.2 The Association shall keep and maintain in an up-to-date condition a register of the Members and Associates of the Association and their postal, residential or email addresses.
- 1.3 Upon the written request of a member of the Association, the Association shall make the register available for the inspection of the Members and the Member may make a copy or take an extract from the register but shall have no right to remove the register for that purpose.
- 1.4 A Member must not use or disclose the information on the Register:
 - (a) to gain access to information that another Member has deliberately denied them (that is in the case of social, family or legal differences or disputes);
 - (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board; or
 - (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.
- 1.5 Membership of the Association is voluntary and is, subject to Article 1.8, granted to any girl or woman who has made the Promise, or who is working towards making the Promise, or who accepts the principles and beliefs of Guiding and who has paid the fee as determined by the Board. Such membership is inclusive and open to all girls and women regardless of ability, culture, language or religious affiliation.
- 1.6 The Association may admit to membership girls and women actively participating in the Board, Management Committee, Finance Committee, Trefoil Guild, Olave Program, Girl Guide Support Group and others supportive of the Association.
- 1.7 Application for Membership is made in writing to the Board. The Board shall determine the process for application and may authorize another person to assess applications for eligibility and accept them.
- 1.8 The Board must determine the annual membership fee (if any) to be paid for membership of the Association. The fee determined by the Board may be different for different classes of membership.

- 1.9 A Member must pay the annual membership fee to the Treasurer, or another person authorised by the Board to accept payments, by the date (due date) determined by the Board.
- 1.10 If a Member has not paid the annual membership fee within the period of 3 months after the due date, or another period of time as determined by the Board, the Member ceases to be a Member on the expiry of that period.
- 1.11 If a person who has ceased to be a Member under Article 1.10 offers to pay the annual membership fee after the period referred to in that sub-rule has expired, the Board may, at its discretion, accept that payment; and if the payment is accepted, the person's membership is reinstated from the date determined by the Board.
- 1.12 Membership commences following acceptance of a membership application by the Board, or its delegate, and payment of the applicable fee (if any), subject to the Board, at its discretion, being able to decline an application for membership.
- 1.13 In addition to membership ceasing under Article.1.10, a Member ceases to be a Member upon resignation in writing to the Board, or termination pursuant to Article 29 or 31, or death.
- 1.14 Not more than twenty-five (25) Life Members of the Association shall be appointed by the Board.

Associates of the Association

- 1.15 The Board may from time to time nominate as Honorary Associates of the Association any number of persons without voting rights being Heads of Government and persons holding office in civic, church and educational authorities and organisations. These persons (female or male) shall be Honorary Associates by virtue of and during the term of the offices held by them.
- 1.16 Persons of any gender without voting rights who wish to maintain an interest in the Association and who have paid the annual fee as laid down from time to time by the Board may become Associates of the Association. Associates appointed to a particular forum (e.g. the Board, Management Committee, Finance Committee or a Girl Guide Support Group) may actively participate with voting rights in that forum but not at a meeting of the Association.

ARTICLE 2

Title and area

The name of the Association shall be Girl Guides Western Australia (Incorporated) and the area to be administered shall be the State of Western Australia and any Territories which may be placed under the administration of the Association by the Board of Girl Guides Australia.

ARTICLE 3

Patron

The Patron of the Association, subject to her acceptance of the office, shall be the Governor of the State of Western Australia if that person is a woman and if not, the wife of the Governor of the State of Western Australia for the time being. If such person shall be unable to accept or continue in office or if there is no such person, the Board shall appoint an alternative Patron.

ARTICLE 4

Property and income of the Association

- 4.1 All real and personal property held by any person or group for and on behalf of the Association shall be vested in and held by the Association subject to any trusts that may affect that property.
- 4.2 The property and income of the Association shall be applied solely towards the promotion of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of those objects of purposes.

ARTICLE 5

Powers of the Association

The Association shall have power:

- 5.1 To form Girl Guide Units and to admit to membership girls and women who have made the Promise, or are working towards making the Promise, and who have paid the required fee.
- 5.2 To take all such measures necessary to provide and maintain an enjoyable and purposeful program for Girl Guides as provided for in current documents and Guide Lines.
- 5.3 To publish and sell or distribute information for the purpose of stimulating interest in promoting the objects of the Association and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purposes of the Association.
- 5.4 To exercise all the powers, rights and duties conferred by the Associations Incorporation Act 2015 including, without limitation, the power to:
 - (a) purchase, take on lease, hire or otherwise acquire and hold any lands, buildings, easements, patents, trademarks and any other real or personal property and to construct, provide, maintain, repair and alter any building, hall, equipment, plant or thing which may from time to time be thought necessary or desirable;
 - (b) manage, improve, sell, lease, mortgage or otherwise deal with or dispose of any real or personal property of the Association;
 - (c) borrow or raise money with or without security for any of the purposes of the Association;
 - (d) open and operate bank accounts;

- (e) invest money of the Association -
 - (i) in any security in which trust moneys may be invested, or
 - (ii) in any other manner authorised by Guide Lines.
- 5.5 To receive and accept donations, endowments and gifts of money, land, hereditaments, stocks, shares, securities and any other assets whether or not subject to any special trusts or conditions.
- 5.6 To form Girl Guide Support Groups or committees and to delegate to any such Girl Guide Support Groups or committees any powers or duties as may from time to time be thought desirable.
- 5.7 To acquire, take over and accept from any Girl Guide Support Group, individual or entity of whatsoever nature, whether or not associated with the Association, any assets of whatever kind held in trust and to undertake and perform any trust or conditions affecting any of such assets and to give a valid receipt and indemnity for and in respect of the transfer and handing over of the same to the Association.
- 5.8 To assist past or present Girl Guides in any manner thought desirable and to form, contribute to and administer special funds for that purpose.
- 5.9 To make and carry out any arrangements for joint activities or cooperation with any other society or body carrying on work similar to that of the Association.
- 5.10 To enter into any arrangements with any education authority, local municipal, state or Australian government or other authority, person or body for the benefit of the Movement.
- 5.11 To grant and pay or continue to pay salaries, pensions, gratuities, or other sums in recognition of services rendered to or on behalf of the Association to any person or entity at any time or times. Those payments and the timing of those payments shall be in the absolute discretion of the Association.
- 5.12 To continue to be a Member of Girl Guides Australia and to perform the duties of a Member as set out in the constitution of that body. To pay such annual subscriptions as may be prescribed and to co-operate with Girl Guides Australia through the Board of Girl Guides Australia according to the terms of membership of the World Association of Girl Guides and Girl Scouts.
- 5.13 To do all such other acts and things as may be deemed incidental or conducive to the attainment of any of the purposes of the Association or the exercise of any of its powers.

THE BOARD

ARTICLE 6

The Board

- 6.1 There shall be a Board of Girl Guides Western Australia (Incorporated) which is the body overseeing the management and governance of the Association and as such has the power to manage the affairs of the Association.
- 6.2 Subject to the Act, this Constitution, the By-laws and any resolution passed at a general meeting, the Board has the power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 6.3 The Board must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and the By-laws.

ARTICLE 7

Functions and powers

- 7.1 The Board shall exercise the powers as conferred by Article 5 and which may be conferred upon it by this Constitution.
- 7.2 The Board shall have the power to make and enact policy decisions as it may deem necessary provided that such decisions are within the general spirit of the Movement as established by the Founder Lord Baden-Powell of Gilwell, and provided also that such decisions are in accord with Guide Lines.
- 7.3 The Board may make, amend or revoke By-laws.
- 7.4 By-laws may provide for any matter the Association considers necessary or convenient to be dealt with in the By-laws.
- 7.5 All By-laws and their amendments and revocation shall be published and available to members and presented to the Annual General Meeting.
- 7.6 A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this Constitution.

ARTICLE 8

Chair of the Board

- 8.1 The Chair of the Board shall be appointed by the Board from a short list of nominations presented by the State Commissioner.
- 8.2 A Deputy Chair shall be elected by the Board from amongst its members at the first meeting of each calendar year and will hold that position for twelve months or until a new Deputy Chair is elected.
- 8.3 The Chair, or in the Chair's absence the Deputy Chair, must preside as the chairperson of each Board meeting.
- 8.4 If the Chair and Deputy Chair are absent or unwilling to act as chairperson of a meeting, the Board members at the meeting must choose one of them to act as chairperson of the meeting.

- 8.5 The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- 8.6 The order of business at a Board meeting may be determined by the Board members at the meeting.

ARTICLE 9

Membership

- 9.1 The Board shall consist of:

- (a) Ex-officio members who shall be:

- The Chair
- The Treasurer
- The State Commissioner
- The Assistant State Commissioners (non-voting)
- The State Commissioner designate (when elected)
- The Manager (non-voting)
- The immediate past State Commissioner and the immediate past Assistant State Commissioners until the AGM following their retirement (non-voting)

- (b) Elected Members (voting):

- Four Members of the association at least one of whom must be aged under 30 years of age at the time of their appointment.
- A Member aged between 18 and 29 years inclusive who is elected by Members in that age group.

Such members shall serve for a term of two (2) years. At the end of that term they may be eligible for up to two further terms of two (2) years if mutually agreed. This member may only nominate for election again following a break of no less than two (2) years.

- (c) Appointed members (voting)

Three interested members of the public appointed as required by the Board for a term of two years. At the end of that term they may be eligible for up to two further terms of two (2) years if mutually agreed.

- 9.2 Elected Members shall be elected by the Members at a secret ballot held no later than six (6) weeks prior to each Annual General Meeting. The Board shall determine the process for receipt and acceptance of nominations and the conduct of the ballot, which may be conducted electronically.
- 9.3 In the event that the number of nominees for Elected Member vacancies does not exceed the available positions, the Board may appoint the nominee or nominees as a Member or Members of the Board subject to the appointment being ratified by the Members at the next Annual General Meeting.

- 9.4 If a member referred to in Article 9.1(b) becomes an ex-officio member of the Board under Article 9.1(a) the person shall no longer be deemed a member under Article 9.1(b). The person so becoming an ex-officio member of the Board shall remain a member of the Board so long only as the person retains ex-officio status. If such a Board member has served two (2) or more years as an elected member prior to becoming an ex-officio member, they shall upon termination of their ex-officio membership be eligible for re-election in their own right only after a break of no less than twelve (12) months.

ARTICLE 10

Vacancies

If a casual vacancy of an Elected or Appointed Member occurs, the Board may appoint an interim replacement until a new substantive appointment is made.

ARTICLE 11

Meetings of the Board

11.1 Ordinary

The Board shall meet at least six times a year including both face to face and meetings held using electronic communication or as often as the said Board shall deem necessary. At least seven (7) days' notice of the meeting and of the time and place of it and of the business to be transacted at the meeting shall be given by the Secretary to all members of the Board.

11.2 Extraordinary

An extraordinary meeting of the Board may be called by any five (5) Members of the Board who sign a requisition instructing the Secretary to call a meeting. Should the Secretary fail to call the meeting within fourteen (14) days such five (5) Members may themselves convene a meeting. The object of such meeting shall be clearly set forth in the notice issued and at least fourteen (14) days' notice of the time and place of it shall be given to each member of the Board.

11.3 Attendance at Meetings

- (a) The Chair of the Board shall have the power to invite to a meeting of the Board any person who may be able to assist or advise the Board provided that in no circumstances shall a person so invited be entitled to vote.
- (b) The Chair of any committee of the Association may request permission for themselves or their nominee to attend a meeting of the Board provided that in no circumstances shall such a person be entitled to vote.

ARTICLE 12

Quorum

At a meeting of the Board the quorum shall be one-half of the current voting members plus one. Attendance may be face to face or via concurrent electronic communication.

ARTICLE 13

Voting

13.1 Voting at a Meeting

- (a) Each member of the Board present in person or via concurrent electronic communication and entitled to vote shall have one (1) vote.
- (b) With all decisions, the Chair shall have a casting vote as well as the vote to which they are entitled as a member of the Board.
- (c) No member shall be entitled to vote by proxy.

13.2 Voting outside a Meeting

- (a) Members of the Board shall have the ability to conduct a vote outside a scheduled meeting, using written or electronic communication.
- (b) Voting will be done to a motion set by the Chair and completed by the members within a set timeframe. If a member does not respond within the set timeframe, then they forfeit the right to vote on that motion.

13.3 Vote required to pass a motion

A motion presented to the Board is carried if a majority of the Board members entitled to vote and present in person or electronically vote in favour of the motion.

ARTICLE 14

Termination of membership

A member of the Board shall cease to be a member:

- 14.1 If by notice in writing to the Board they resign.
- 14.2 If for a period of six months and without leave of absence they have taken no part in meetings of the Board and there are no exceptional circumstances.
- 14.3 If the Board by a majority of two-thirds of members present and voting at a meeting duly convened in accordance with Article 11 and at which the matter has been included in the circulated agenda shall resolve that such member retire.
- 14.4 If an ex-officio member resigns or the term of office is completed, then the member shall automatically cease to be a member of the Board. If an

elected member representing a group within the Association resigns from that group or the term of office within that group is completed the member shall automatically cease to be a member of the Board.

ARTICLE 15

Committees of the Board

- 15.1 To help the Board in the conduct of the Association's business the Board shall appoint two Standing Committees, the Management Committee and the Finance Committee.
- 15.2 The Board may appoint such other Standing Committees or subcommittees as it considers necessary for the conduct of the Association's business.
- 15.3 The membership of and terms of reference for all Standing Committees and subcommittees of the Board shall be determined by the Board and constitute By-laws.

ARTICLE 16

Payments to committee members

- 16.1 In this rule –
 - committee member*** includes a member of the Board, a standing committee or a subcommittee;
 - committee meeting*** includes a meeting of the Board, a Standing Committee or a subcommittee.
- 16.2 Payment to a committee member from the funds of the Association must be authorised by resolution of the Association unless it is to reimburse the committee member for out-of-pocket expenses for travel and accommodation in connection with attending a committee meeting or the conduct of other functions of their position.

ARTICLE 17

Delegations to subcommittees and holders of subsidiary offices

- 17.1 In this rule –
 - non-delegable duty*** means a duty imposed on the Board by the Act or another written law; and
 - in writing*** includes in a By-law.
- 17.2 The Board may, in writing, delegate to a Standing Committee or a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than -
 - a) the power to delegate; and
 - b) a non-delegable duty.
- 17.3. A power or duty, the exercise or performance of which has been delegated to a Standing Committee or a subcommittee or the holder of a subsidiary office under this rule may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

- 17.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- 17.5 The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 17.6 Any act or thing done by a Standing Committee or a subcommittee or by the holder of a subsidiary office, under the delegation, has the same force and effect as if it had been done by the Board.
- 17.7 The Board may, in writing, amend or revoke the delegation.

THE ASSOCIATION

ARTICLE 18

Meetings of the Association

18.1 Annual General Meeting

The Annual General Meeting shall be open to all Members and Associates of the Association and shall be held at such time and place as shall be determined by the Board and shall be held within six (6) months of the end of the Association's financial year, unless an extension of time has been granted on application to the Commissioner under section 50(3)(b) of the Act within 4 months after the end of the financial year. At least twenty-eight (28) days' notice of the meeting and of the time and place of it and of the business to be transacted at the meeting shall be given by the Secretary to all Members and Associates of the Association.

The business at the Annual General Meeting of the Association shall be:

- a) To declare appointed a Chair of the Annual General Meeting as provided in Article 19.
- b) To confirm the minutes of the previous Annual General Meeting, General Meeting or Extraordinary General Meeting if those minutes have not been yet confirmed.
- c) To receive and consider the Annual Report submitted by the Board.
- d) To receive and consider the Accounts and Auditor's Report submitted by the Treasurer.
- e) To declare elected and/or appointed members of the Board as provided in Article 9.1 (b) & (c) and to consider for ratification members of the Board appointed pursuant to Article 9.3.
- f) If applicable, to appoint an auditor for a period of twelve months who is independent of the Association.
- g) To appoint such honorary professional consultants as may be deemed necessary.

If it is desired to bring any other business before the Annual General Meeting such matters shall be deemed special business and shall be

notified in writing to the Secretary at least thirty-five (35) days before the date fixed for such meeting. If there is any such special business the Secretary shall not less than twenty-eight (28) days before the date of the Annual General Meeting send a notice giving particulars of the special business to each Member and Associate of the Association.

18.2 General Meeting

- a) A General Meeting of the Association shall be open to all Members and Associates of the Association.
- b) A General Meeting shall be held when required, for example to rescind, adopt or amend the Constitution. At least twenty-eight (28) days' notice in writing of such meeting and time and place of it and of the business to be transacted at the meeting shall be sent to each Member and Associate of the Association.

18.3 Extraordinary Meeting

An extraordinary meeting of the Association may be called by twenty (20) percent of Eligible Voting Members who sign a requisition instructing the Secretary to call a meeting. Should the Secretary fail to call the meeting within twenty-eight (28) days such twenty (20) percent of Eligible Voting Members as signed the requisition may themselves convene a meeting. The object of such meeting shall be clearly set forth in the notice issued and at least twenty-eight (28) days' notice of the time and place of the meeting shall be given to each Member and Associate of the Association.

ARTICLE 19

Chair

The Chair of the Board shall chair the Annual General Meeting of the Association and any general or extraordinary meetings of the Association provided that when the Chair of the Board is unable or unwilling to act as chair the Deputy Chair of the Board may be appointed by the meeting to act in that capacity.

ARTICLE 20

Quorum

For the Annual General Meeting, a general meeting or an extraordinary meeting of the Association the quorum shall be 35 Eligible Voting Members.

ARTICLE 21

Voting at meetings of the Association

- 21.1 Each Eligible Voting Member of the Association present in person shall have one vote.
- 21.2 The Chair shall have a casting vote as well as any vote to which they are entitled as an Eligible Voting Member of the Association.
- 21.3 No Member of the Association shall be entitled to vote by proxy.
- 21.4 An ordinary resolution at a meeting of the Association shall be passed if a simple majority of Eligible Voting Members present at that meeting vote in favour of the resolution.

- 21.5 A special resolution at a meeting of the Association shall be passed if three quarters (3/4) of Eligible Voting Members present at that meeting vote in favour of the special resolution.

ARTICLE 22

Common Seal

- 22.1 The Association shall have a Common Seal and the Board shall provide for the safe custody of it.
- 22.2 The Common Seal shall only be used with the authority of the Board currently given and in the presence of at least two of the persons authorised by the Board to use the Common Seal for the purposes of section 15 of the Associations Incorporation Act 2015 who shall sign the instrument to which the Common Seal is affixed.
- 22.3 Each use of the Common Seal shall be documented in a book kept for that purpose by the Secretary.

ARTICLE 23

Financial Year

The financial year of the Association will be the period of 12 months commencing on 1 January and ending on 31 December of each year.

STAFF AND VOLUNTEER ROLES

ARTICLE 24

Secretary and Minutes of Board Meetings

- 24.1 A Secretary shall be appointed by the Board for such term and under such conditions as the Board shall determine.
- 24.2 The Secretary shall cause to be kept minutes of all meetings of the Board and its Standing Committees and shall perform such duties as may be required in accordance with this Constitution and as allocated by the Board.
- 24.3 The Secretary shall also cause to be kept, and keep in their custody or under their control, the record of Board members and other persons authorized to act on behalf of the Association as is required to be maintained under section 58(2) of the Act.
- 24.4 During the absence of the Secretary the Board may appoint an Acting Secretary. The appointment shall be for such term and under such conditions as the Board shall determine.

ARTICLE 25

Treasurer and Finance

- 25.1 A Treasurer shall be appointed by the Board to hold office for a term up to two (2) years with an option, if mutually agreed, for two further terms of two (2) years.
- 25.2 The Treasurer shall in accordance with the Associations Incorporation Act 2015 (WA)
- a) cause to be kept:
 - (i) such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time; and
 - (iii) accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited.
 - b) ensure that the Association complies with the relevant requirements of Part 5 of the Act.
 - c) submit to the Annual General Meeting of the Association, the Financial Statements or Reports as required by Part 5 of the Act.
- 25.3 The Board shall develop procedures for the authorisation and payment of accounts to ensure that there is effective security for and properly authorised use of cheques and other forms of payment.

ARTICLE 26

Salaried staff

No employee of the Association shall be eligible to be a voting member of the Board or its Standing Committees. The Board may make an exception for volunteers who are engaged by the Association to complete short-term projects on behalf of the Association.

ARTICLE 27

State Commissioner

There shall be a State Commissioner of Girl Guides Western Australia appointed by resolution of a combined meeting of the Board and the Management Committee for a term of up to three (3) years, with an option of a further two (2) years, if mutually agreed between the State Commissioner and the Board and the Management Committee.

ARTICLE 28

Suspension of Member or Associate

- 28.1 The State Commissioner may at her discretion, upon proof which she considers sufficient, suspend the appointment or membership of any Member or Associate pending confidential enquiry by the Board.

- 28.2 Reasons for suspension may include, but are not limited to, the Member or Associate, in the opinion of the State Commissioner, having acted in a manner that is detrimental to the Association. This may include failure of that Member or Associate to comply with the Association's Constitution, By-laws, Policy or Procedures.
- 28.3 A Member or Associate who has had their membership suspended, has no membership rights, including voting rights, until the Board has completed its confidential enquiry.
- 28.4 A suspended Member or Associate has the right of appeal in accordance with Article 31.

ARTICLE 29

Discharge and termination

- 29.1 The Board shall have power to discharge or terminate the appointment or membership of any Member or Associate of the Association.
- 29.2 Reasons for discharge or termination may include, but are not limited to, the Member or Associate, in the opinion of the Board, having acted in a manner that is detrimental to the Association. This may include failure of that Member or Associate to comply with the Association's Constitution, By-laws, Policy or Procedures.
- 29.3 A Member or Associate whose membership or Associateship is terminated pursuant to this Article ceases to be a Member or Associate effective immediately the Board has made the decision to terminate.
- 29.4 A Member or Associate whose membership is terminated pursuant to this Article is not entitled to a refund of any portion of membership fees paid.
- 29.5 The Member or Associate subject to the discharge or termination has the right of appeal in accordance with Article 31.

ARTICLE 30

Disbandment

- 30.1 The State Commissioner may at her discretion, upon proof which she considers sufficient, disband any Unit or Girl Guide Support Group pending confidential enquiry by the Board.
- 30.2 Any Member aggrieved by the disbandment of a Unit or Girl Guide Support Group has the right of appeal under Article 31.
- 30.3 In the event of a Unit or Girl Guide Support Group being disbanded, going into recess or otherwise ceasing to function as an active body the property of such Unit or Girl Guide Support Group shall be deemed to belong to the Association.

ARTICLE 31

Right of appeal

- 31.1 Any Member or Associate of the Association aggrieved by any decision or action taken by any other Member, Associate or committee of the

Association including the Board, has the right of appeal to the Board within one calendar month from the date of such decision or action.

- 31.2 Any former Member or Associate whose membership or associateship has been terminated by the Board also has the right of appeal to the Board within one calendar month from the date of that decision to terminate.
- 31.3 The notice of appeal shall state the grounds of appeal. The notice of appeal shall be forwarded to the Secretary who shall cause the appeal to be dealt with within three calendar months from the receipt of the notice.
- 31.4 Until the determination of the appeal, any decision appealed against shall remain in full force and effect.
- 31.5 The Board may refer an appeal to an independent Appeal Committee appointed by the Board for deliberation of the appeal. One Member of the appeal committee must be a member of the Board.
- 31.6 Any person appealing shall be entitled to appear before and be heard by the Board or the Appeal Committee dealing with the appeal.
- 31.7 The Board or the Appeal Committee (as the case may be) should give due consideration to any submissions made.
- 31.8 The findings of the Appeal Committee shall be reported to the Board for its decision.
- 31.9 The decision of the Board, by secret ballot, shall be final and binding.
- 31.10 The Board must give each party to the dispute written notice of the Board's decision and the reasons for the decision within 7 days after the meeting at which the Board's decision is made.

ARTICLE 32

Records, books, documents & securities

- 32.1 The Board shall cause a record to be kept of all registrations, of all appointments issued or cancelled or any awards given, any real property held and of any other matters which it may from time to time see fit.
- 32.2 The Board shall provide for the safe custody of all records, books, documents and securities of the Association.
- 32.3 The term 'books' includes a register; financial records; financial statements or financial reports, however compiled, recorded or stored; a document; and any other record of information.
- 32.4 The books of the Association must be kept for at least 7 years.
- 32.5 Upon the written request of a Member of the Association, subject to Article 32.6 the Association shall make such records and documents of the Association as are requested available for the inspection by the Member and the Member may make a copy or take an extract from the relevant records and documents but shall have no right to remove the records and documents for that purpose.
- 32.6 If a Member wants to inspect a document that records the minutes of a committee meeting, including a Board meeting, the right to inspect that

document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection.

- 32.7 The Member must not use or disclose information in a record or document referred to in Article 32 except for a purpose that is directly connected with the affairs of the Association or that is related to complying with the Act.

ARTICLE 33

Notice

Any notice required to be given by this Constitution shall be deemed to have been received by the person to whom it is directed on the fifth day following that upon which such notice is posted or despatched, including by electronic mail, to the last known address of that person or such extended time as may be decided upon from time to time by the Secretary notwithstanding actual non-delivery of the notice.

ARTICLE 34

Winding up

- 34.1 The Association shall be wound up voluntarily only in accordance with the Act.
- 34.2 If on the winding up or dissolution of the Association there remains after the satisfaction of all debts and liability any property whatsoever the same must not be paid to or distributed amongst Members of the Association or any other natural person but must in the first instance be given or transferred to Girl Guides Australia or the World Association of Girl Guides and Girl Scouts.
- 34.3 In the event that the above mentioned property is unable to be given or transferred to Girl Guides Australia or the World Association of Girl Guides and Girl Scouts, it must be given or transferred to an incorporated association having similar objects, the objects of which prohibit distributions to its members.
- 34.4 The choice of the institution referred to in clauses 34.2 and 34.3 must be determined by the Board at its last meeting before the time of dissolution.

ARTICLE 35

Amendment of the Constitution

- 35.1 Any proposed amendment of this Constitution shall be made on the recommendation of the Board to the Association at a general meeting convened for the purpose in accordance with the provision of Article 18.2
- 35.2 A resolution to amend this Constitution shall be adopted if it is approved by three-quarters of the Eligible Voting Members of the Association present and voting at the said general meeting.
- 35.3 Notice of the proposed amendments shall be received by the Secretary not less than six (6) weeks prior to the said general meeting.
- 35.4 Any amendment of this Constitution shall be notified in writing to Girl Guides Australia within four weeks of its adoption.

This Constitution was:

Adopted at a Special General Meeting on the 19th day of July 1973

Amended at a Special General Meeting on the 25th day of March 1980

Amended at a Special General Meeting on the 13th day of June 1983

Amended at a Special General Meeting on the 11th day of September 1984

Amended at a Special General Meeting on the 25th day of November 1987

Amended at a Special General Meeting on the 23rd day of November 1992

Amended at a Special General Meeting on the 27th day of November 2000

Amended at a Special General Meeting on the 25th day of November 2002

Amended at a Special General Meeting on the 29th day of April 2005

Amended at a Special General Meeting on the 19th day of April 2008

Amended at a General Meeting on the 6th day of April 2013

Amended at a General Meeting on the 29th day of March 2014

Amended at a General Meeting on the 28th day of April 2018

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