



**GIRL GUIDES**  
**A U S T R A L I A**  
**N S W A C T N T**

# **CONSTITUTION**

## **GIRL GUIDES ASSOCIATION**

### **(NEW SOUTH WALES)**

Adopted by State Council  
27 May 2001

Amended by State Forum  
29 October 2004

Amended by State Forum  
31 May 2008

Amended by State Forum  
28 May 2011

Amended by Annual General Meeting  
25 May 2013

Amended by Annual General Meeting  
15 May 2015

Amended by State Forum  
27 March 2019

Amended by Annual General Meeting  
18 May 2019

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# CONSTITUTION OF THE GIRL GUIDES ASSOCIATION (NEW SOUTH WALES)

## STATEMENT OF OBJECTIVE AND PRINCIPLES

### Objective

The Girl Guides Association (New South Wales) aims to provide a program embracing a wide range of leisure time activities and interests which, while enjoyable in themselves, have an underlying educational purpose, namely to develop individual character based on the values expressed in the Promise and Law as laid down by the Founder, Lord Baden-Powell and to foster a love of country and to promote a full sense of citizenship and to encourage international goodwill.

### Principles

Membership of Girl Guides Association (New South Wales) is voluntary and open to girls and women, without discrimination as to race, religion, or any other circumstance, if they have made the Promise or are working towards making the Promise or accept the principles and beliefs of Guiding. The association is self-governing. The association is non-political and abstains from any form of party-political activity.

## THE PROMISE AND THE LAW

The Girl Guides Association (New South Wales) adopts the Promise and the Law for Guiding in New South Wales, Australian Capital Territory and Northern Territory in the terms of the Promise and the Law as approved for Guiding in Australia from time to time by the World Association for Girl Guides and Girl Scouts.

## 1. INTRODUCTION

- 1.1 The Girl Guides Association was constituted and created in Great Britain by Royal Charter dated 14 December 1922.
- 1.2 The Girl Guides Association (New South Wales) was formed in accordance with the principles of the Girl Guides Association and with the laws of the State of New South Wales and is an independent body within a framework of Girl Guides Australia Incorporated.
- 1.3 The Girl Guides Association (New South Wales) has adopted the badge of **Girl Guides Australia** based on a trefoil.

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- 1.4 The Executive Committee of the Girl Guides Association (New South Wales) is a body corporate under the name of The Girl Guides Association of New South Wales as provided by the *Girl Guides Association (New South Wales) Incorporation Act 1951*.
  - 1.5 The head office of the Girl Guides Association (New South Wales) is located in the place determined by the **Board** from time to time.
  - 1.6 This **Constitution** provides for the control and management of the Girl Guides Association (New South Wales).

## 2. INTERPRETATION AND CONSTRUCTION

### 2.1 Interpretation

In this **Constitution** unless the context otherwise requires:

- (1) “**Act**” means the *Girl Guides Association (New South Wales) Incorporation Act 1951*;
- (2) “**Adult Member**” means a Member who is over the age of 18 and who has paid the annual Adult Membership fee to **Girl Guides NSW, ACT & NT**;
- (3) “**Appointment**” means the appointment of a person to a specific role under clause 7.10, 8, 10, 11, and 12;
- (4) “**Association**” means the Girl Guides Association (New South Wales)
- (5) “**Board**” means the Executive Committee of **Girl Guides NSW, ACT & NT**, being a body corporate under the name of the Girl Guides Association of New South Wales as provided by the **Act**;
- (6) “**Constitution**” means this constitution adopted by **Girl Guides NSW, ACT & NT**;
- (7) “**District**” means an area, and such **Guide Groups** within it, that are designated as a district by the **Board**;
- (8) “**Chief Executive Officer**” means the person appointed as the Executive Officer of **Girl Guides NSW, ACT & NT** under clause 10.1.1;
- (9) “**Girl Guides Australia**” means Girl Guides Australia Incorporated;
- (10) “**Guide Group**” means any Guide or Guiding related group, established or recognised in accordance with **Guide Lines** or the **Rules**;
- (11) “**Guide Lines**” means a publication of Girl Guides Australia Incorporated, which contains the policy, organisation and **Rules** of Girl Guides Australia Incorporated as amended or replaced from time to time;
- (12) “**Girl Guides NSW, ACT & NT**” means the Girl Guides Association (New South Wales);
- (13) “**Member**” means a girl or woman who:
  - (a) has made the Promise or who is working towards making the Promise or who accepts the principles and beliefs of Guiding; and

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- (b) has paid to **Girl Guides NSW, ACT & NT** an annual membership fee as determined by the **Board**;
  - (14) "**Region**" means an area, and such **Guide Groups** within it, that are designated as a region by the **Board**;
  - (15) "**Resolution**" means a resolution passed by a simple majority, or such other majority specified in this **Constitution**, of the persons present and voting at any meeting called and held in accordance with this **Constitution**;
  - (16) "**Rules**" means;
    - (a) **Guide Lines**;
    - (b) any rules and regulations adopted by a **Resolution** of the **Board**, in accordance with clause 9.6, as amended from time to time;
  - (17) "**State Commissioner**" means a person elected under clause 12.1.1;
  - (18) "**Treasurer**" means a person appointed as the Treasurer of **Girl Guides NSW, ACT & NT** under clause 11.1.1; and
  - (19) "**Unit**" is the name given to a group of Guides with their leaders.

## 2.2 Construction

A determination by the **Board** as to the interpretation, construction and practical application of a provision of this **Constitution** is final and conclusive.

## 3. POWERS AND AREA OF ADMINISTRATION

### 3.1 Powers

- 3.1.1 Subject to the provisions of the **Act**, **Guide Lines** and this **Constitution**, **Girl Guides NSW, ACT & NT** has all the powers of an individual both in and outside New South Wales. **Girl Guides NSW, ACT & NT** also has all the powers of a body corporate, including the power to:
  - 3.1.1.1 issue debentures;
  - 3.1.1.2 grant a charge over any of its property;
  - 3.1.1.3 arrange for **Girl Guides NSW, ACT & NT** to be registered or recognised as a body corporate in any place outside New South Wales; and
  - 3.1.1.4 do anything that it is authorised to do by any law.
- 3.1.2 Despite clause 3.1.1, **Girl Guides NSW, ACT & NT** does not have the power to distribute the property of **Girl Guides NSW, ACT & NT** among the **Members**, in kind or otherwise.

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### 3.2 Area of Administration

Subject to any agreement entered into with the **Members of Girl Guides Australia, Girl Guides NSW, ACT & NT** administers Guiding in the area of the State of New South Wales, the Australian Capital Territory and the Northern Territory and such other states and territories as **Girl Guides Australia** places under the administration of **Girl Guides NSW, ACT & NT**.

## 4. PATRON

### 4.1 Patron

The **Board** may invite any person to be the patron of **Girl Guides NSW, ACT & NT**.

## 5. MEMBERSHIP OF GIRL GUIDES NSW, ACT & NT

### 5.1 Eligibility for Membership

Any girl or woman who has made the Promise or is working towards the Promise or who accepts the principles and beliefs of Guiding may become a **Member of Girl Guides NSW, ACT & NT**, subject to the **Rules**.

### 5.2 The **Board** may in accordance with **Board Rules** resolve to warn, suspend or expel a **Member** from the **Association** if the **Board** consider that:

5.2.1 the **Member** has breached this **Constitution**, or

5.2.2 the **Member's** behaviour is causing, has caused, or is likely to cause harm to the **Association**.

### 5.3 Before the **Board** pass any **Resolution** under clause 5.2, the **Member** must be given a chance to explain or defend herself by:

5.3.1 sending the Directors a written explanation before that **Board** meeting, and/or

5.3.2 speaking at the meeting.

### 5.4 The Directors cannot fine a **Member**.

### 5.5 The **Chief Executive Officer** must give written notice to the **Member** of the decision under clause 5.2 as soon as possible.

### 5.6 There will be no liability for any loss or injury suffered by the **Member** as a result of any decision made in good faith under this clause.

## 6. GENERAL MEETINGS OF MEMBERS

### 6.1 General meetings called by Board

- 6.1.1 The **Board** may call a **General Meeting**.
- 6.1.2 The **Board** must call and arrange to be held a **General Meeting** of **Adult Members** on the written request of **Adult Members** comprising the lessor of 100 or 5% of the **Adult Members**.
- 6.1.3 The **Board** must:
  - 6.1.4.1 within 21 days of the request having been received by the **Chief Executive Officer** give notice of the **General Meeting**, and
  - 6.1.4.2 hold the **General Meeting** within 60 days of the **Adult Member's** request having been received.
- 6.1.4 The percentage of votes that **Members** have (in clause 6.2) is to be worked out at the close of business the working day before the **Member's** request the meeting.
- 6.1.5 The **Members** who make the request for a **General Meeting** must:
  - 6.1.6.1 state in the request any **Resolution** to be proposed at the meeting and sign the request.

### 6.2 General meetings called by Members

- 6.2.1 If the **Board** do not call the meeting within 21 days of being requested under clause 6.1.2, 50% or more of the **Members** who made the request may call and arrange to hold a **General Meeting**.

To call and hold a meeting under clause 6.2 the **Members** must:

  - 6.2.1.1 as far as possible, follow the procedures for **General Meetings** set out in this **Constitution**;
  - 6.2.1.2 call the meeting using the list of **Members** on the **Association's Member** register, which the **Association** must provide to the **Members** making the request at no cost; and
  - 6.2.1.3 hold the **General Meeting** within three months after the request was given to the **Association**.

The **Association** must pay the **Members** who request the **General Meeting** any reasonable expenses they incur because the **Board** did not call and hold the **General Meeting**.

### 6.3 Annual General Meeting

A **General Meeting**, called the **Annual General Meeting**, must be held:

- 6.3.1 in every calendar year, at least 15 months from the date of the last **Annual General Meeting** at the time and place determined by the **Board**.

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- 6.4** Even if these items are not set out in the Notice of Meeting, the business of an **Annual General Meeting** may include:
- 6.4.1 to receive the annual report of **Girl Guides NSW, ACT & NT**;
  - 6.4.2 to receive the audited financial statements of **Girl Guides NSW, ACT & NT**;
  - 6.4.3 to perform other functions as determined by the **Board** or as required by this **Constitution**; and
  - 6.4.4 to consider any other business proposed by the **Board**.
- 6.5** If 5% or 100 **Adult Members**, whichever is the lesser, desire that any business other than that referred to in clause 6.4 be considered at the **Annual General Meeting**, those **Adult Members** must give the Executive Officer written notice of the request at least 45 days (or such shorter period as the chairman of the **Board** allows in a particular case) before the date fixed for the next **Annual General Meeting**.
- 6.6** The **Chief Executive Officer** must include particulars of the request in the notice of the next **Annual General Meeting**.
- 6.7** The Chair of the **Annual General Meeting** must give **Members** as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Association**.
- 6.8 Notice of General Meetings**
- 6.8.1 Notice of a **General Meeting** must be given to:
    - 6.8.1.1 each **Adult Member** entitled to vote at the meeting;
    - 6.8.1.2 each Director;
    - 6.8.1.3 the Auditor (if any); and
    - 6.8.1.4 any other person invited by the **Board**.
  - 6.8.2 Notice of a **general meeting** must be provided in writing at least 28 days before the meeting.
  - 6.8.3 Subject to clause 6.8.3.2, notice of a meeting may be provided less than 28 days before the meeting if:
    - 6.8.3.1 for an **Annual General Meeting**, all the **Adult Members** entitled to attend and vote at the **Annual General Meeting** agree beforehand, or
    - 6.8.3.2 for any other **General Meeting**, **Adult Members** with at least 95% of the votes that may be cast at the meeting agree beforehand.
  - 6.8.4 Notice of a meeting cannot be provided less than 28 days before the meeting if a **Resolution** will be moved to:
    - 6.8.4.1 remove a Director;
    - 6.8.4.2 appoint a Director in order to replace a Director who was removed; or
    - 6.8.4.3 remove an Auditor.

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- 6.8.5 Notice of a **General Meeting** must include:
- 6.8.5.1 the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this).
  - 6.8.5.2 the general nature of the meeting's business.
  - 6.8.5.3 if applicable, that a special **Resolution** is to be proposed and the words of the proposed **Resolution**.
  - 6.8.5.4 a statement that **Members** have the right to appoint a proxy and that, if a **Member** appoints a proxy:
    - 6.8.5.4.1 a postal proxy form must be delivered to the **Association** at its registered address or the address (including an electronic address) specified in the Notice of the Meeting;
    - 6.8.5.4.2 a postal proxy form must be delivered to the **Association** at least 48 hours before the meeting; and
    - 6.8.5.4.3 an electronic proxy form must be received by the **Chief Executive Officer** three (3) hours before the notified time of the meeting.
- 6.8.6 If a **General Meeting** is adjourned (put off) for one month or more, the **Members** must be given new notice of the resumed meeting.

## 6.9 Quorum at General Meetings

- 6.9.1 For a **General Meeting** to be held, at least 20 **Adult Members** (a quorum) must be present (in person, by electronic means or by proxy) for the whole meeting.
- 6.9.2 No business may be conducted at a **General Meeting** if a quorum is not present.
- 6.9.3 If there is no quorum present within 30 minutes after the starting time stated in the Notice of **General Meeting**, the **General Meeting** is adjourned to the date, time and place that the Chair specifies. If the Chair does not specify one or more of those things, the meeting is adjourned to:
  - 6.9.3.1 if the date is not specified – the same day in the next week;
  - 6.9.3.2 if the time is not specified – the same time; and
  - 6.9.3.3 if the place is not specified – the same place.
  - 6.9.3.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

## 6.10 Auditor's right to attend meetings

- 6.10.1 The Auditor (if any) is entitled to attend any **General Meeting** and to be heard by the **Members** on any part of the business of the meeting that concerns the Auditor in the capacity of Auditor.
- 6.10.2 The **Association** must give the Auditor (if any) any communications relating to the **General Meeting** that a **Member** of the **Association** is entitled to receive.



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## 6.11 Chair for General Meetings

6.11.1 The Chair of the **Board** is entitled to chair **General Meetings**.

6.11.2 The **Members** present and entitled to vote at a **General Meeting** may choose a Director or **Member** to be the Chair for that meeting if:

6.11.2.1 there is no Chair of the **Board**; or

6.11.2.2 the Chair of the **Board** is not present within 30 minutes after the starting time set for the meeting; or

6.11.2.3 the Chair of the **Board** is present but says they do not wish to act as Chair of the meeting; or

6.11.2.4 the Chair of the **Board** is the subject of a **Resolution** at the meeting.

## 6.12 Role of the Chair

6.12.1 The Chair is responsible for the conduct of the **General Meeting**, and for this purpose must give **Members** a reasonable opportunity to make comments and ask questions (including to the Auditor (if any)).

6.12.2 The Chair does not have a casting vote.

## 6.13 Adjournment of meetings

6.13.1 If a quorum is present, a **General Meeting** must be adjourned if a majority of **Members** present direct the Chair to adjourn it.

6.13.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## 6.14 Adult Members' Resolutions and statements

6.14.1 An **Adult Member** may give to the **Chief Executive Officer**:

6.14.1.1 written notice, in the terms of the **Rules**, to the **Association** of a **Resolution** they propose to move at a **General Meeting (Members' Resolution)**, and /or

6.14.1.2 a written request to the **Association** that the **Association** give all of its **Members** a statement about the proposed **Resolution** or any other matter that may properly be considered at a **General Meeting (Members' statement)**.

6.14.2 Such **Members' Resolution** must be given to the **Chief Executive Officer** at least 45 days (or such shorter period as the Chair of the **Board** allows in a particular case) before the **General Meeting**.

6.14.3 This clause does not limit any other right that a **Member** has to propose a **Resolution** at a **General Meeting**.

## 6.15 Voting at General Meetings

6.15.1 Each **Adult Member** has one vote at a **General Meeting**.

6.15.2 Voting may be by proxy in accordance with the **Rules**.

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## 6.16 How voting is carried out

- 6.16.1 Voting may be by a show of hands or a poll.
- 6.16.2 The Chair or any 3 **Adult Members** may call for a poll to be taken.
- 6.16.3 On a show of hands, the Chair's decision is conclusive evidence of the result of the vote.

## 7. BOARD – MEMBERSHIP

### 7.1 Title

The **Board of Girl Guides NSW, ACT & NT** is the Executive Committee of **Girl Guides NSW, ACT & NT**.

### 7.2 Membership of the Board

- 7.2.1 The **Board** shall consist of:
  - 7.2.1.1 a minimum of 9 (nine) and a maximum of 11(eleven) voting Directors;
  - 7.2.1.2 The **Board** immediately following the annual election in the year 2020 shall consist of a maximum of 8 (eight) **Members** elected by the Adult Membership;
  - 7.2.1.3 The **Board** immediately following the annual election in the year 2021 shall consist of a maximum of seven (7) **Members** elected by the Adult Membership;
  - 7.2.1.4 The **Board** immediately following the annual election in the year 2022 shall consist of a maximum of six (6) **Members** elected by the Adult Membership;
  - 7.2.1.5 The **Board** immediately following the annual election in the year 2023 shall consist of a maximum of five (5) **Members** elected by the Adult Membership; and
- 7.2.2 Subject to the provisions of this clause 7, at least 1 Director of the **Board** must be an **Adult Member** who is less than 30 years of age when she becomes a Director of the **Board**.

### 7.3 Directors of the Board

The Directors of the **Board** are:

- 7.3.1 the **State Commissioner**;
- 7.3.2 the **Treasurer**;
- 7.3.3 5 (five) **Adult Members**, elected in accordance with clause 7.2 (“Elected Directors”); and

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- 7.3.4 a minimum of 2 (two) and a maximum of 4 (four) persons co-opted to the **Board** in accordance with clause 7.10 (“Co-opted Directors”).
- 7.3.5 A candidate for the position of an Elected Director of the **Board** must:
- 7.3.5.1 be an **Adult Member**;
  - 7.3.5.2 have been a **Member** for a total of not less than 3 years at the date of her election;
  - 7.3.5.3 not be an employee of **Girl Guides NSW, ACT & NT**;
  - 7.3.5.4 be nominated in writing, with her consent, by another **Adult Member**; and
  - 7.3.5.5 be eligible to be a candidate under clause 7.9.2.

#### **7.4 Nomination of Candidates**

A nomination of an **Adult Member** to the position of an Elected Director must be received by the **Chief Executive Officer** not less than 35 days before the **Annual general meeting**.

#### **7.5 Election of Elected Directors**

- 7.5.1 If no nomination of a candidate for the vacant positions of the Elected Directors of the **Board** is received, each vacant position among the Elected Directors of the **Board** is treated as a casual vacancy under clause 7.13.3.
- 7.5.2 If 1 or more nominations of candidates for the vacant positions as Elected Directors of the **Board** are received, an election must be held in accordance with clauses 7.6 to 7.8.

#### **7.6 Elections by Postal Ballot**

- 7.6.1 An election for the Elected Directors of the **Board** is to be conducted among the **Adult Members** by postal ballot or any other technology, determined by the **Board**, that give the **Adult Members** as a whole a reasonable opportunity to participate in the election.
- 7.6.2 Where the election is to be held by postal ballot, the **Chief Executive Officer** must send to each **Adult Member** ballot papers with directions for postal voting at least 28 days before the date of the **Annual General Meeting**. Where the election is to be held by any other technology, voting instructions must be sent at least 28 days before the date of the **Annual General Meeting**.
- 7.6.3 Each **Adult Member** may exercise 1 vote for each Elected Director position that is vacant. A vote is only valid if received by the **Chief Executive Officer** at least 48 hours before the **Annual General Meeting**.
- 7.6.4 Subject to clause 7.6.1, 7.6.2 and 7.6.3, the ballot is to be conducted in accordance with the **Rules**.

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## 7.7 Results of Election

- 7.7.1 If the number of candidates for the positions of an Elected Director is less than double the number of vacancies as Elected Directors, then subject to clause 7.7.4, the candidates who, among those candidates who received not less than 5% of the votes cast in the ballot received the highest number of votes, are to be declared elected.
- 7.7.2 If the number of candidates is more than double the number of vacancies as Elected Directors, then subject to clause 7.7.4, the candidates receiving the highest number of votes are to be declared elected.
- 7.7.3 For the purpose of clauses 7.7.1 and 7.7.2, if there is an equality of votes for the last vacant position as an Elected Director of the **Board** between or among 2 or more candidates, each of whom would have been elected under clause 7.7.1 or 7.7.2 but for the equality, then:
- 7.7.3.1 where 1 or more of the Elected Directors of the **Board** is aged 30 years or less at the date she became an Elected Director of the **Board**, the successful candidate is to be determined by lot unless they otherwise agree between or among themselves; or
- 7.7.3.2 where none of the Elected Directors of the **Board** is aged 30 years or less at the date she became an Elected Director of the **Board**:
- 7.7.3.2.1 if 1 of those candidates is aged 30 years or less, she is to be declared elected; or
- 7.7.3.2.2 in any other case, the successful candidate is to be determined by lot from among those candidates unless they otherwise agree between or among themselves.
- 7.7.4 Despite clauses 7.7.1 and 7.7.2, if:
- 7.7.4.1 none of the Elected Directors of the **Board** was aged 30 years or less at the date she became an Elected Director of the **Board**; and
- 7.7.4.2 there is 1 candidate for election who is less than 30 years and she has received not less than 5% of the votes cast in the ballot but is not a person who would otherwise have been elected under clause 7.7.1 or 7.7.2;
- 7.7.4.3 then she is taken to have been elected.

## 7.8 Declaration of Results of Election

- 7.8.1 The result of the election is to be declared at the **Annual General Meeting** by the Chair of the meeting.

## 7.9 Term of Office of an Elected Director

- 7.9.1 Subject to clauses 7.9.2 and 7.9.3 and 7.9.4 an Elected Member holds office for a term expiring at the closure of the third **Annual General Meeting** held after the **Annual General Meeting** at which the Elected Member's election was declared.

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- 7.9.2 A person who has held office as an Elected Member for a continuous period expiring at the closure of the third **Annual General Meeting** after the person was first elected is eligible as a candidate for election under clause 7.3.5 for a further 3 year term. A person may not hold office as an Elected Member for more than 6 consecutive years until the second **Annual General Meeting** held after the person ceased to hold such office.
- 7.9.3 A person who has held office as an Elected Member for a continuous period of 6 years is not eligible as a candidate for election under clause 7.3.5 until the second **Annual General Meeting** held after the person ceased to hold such office.
- 7.9.4 The provisions of clauses 7.9.2 and 7.9.3 do not preclude a person from being a Member of the **Board** by reason of her office.

## 7.10 Appointment of Co-opted Directors

- 7.10.1 The **Board** may co-opt a maximum of 4 persons to the **Board**.
- 7.10.2 A Co-opted Director of the **Board**:
- 7.10.2.1 must be not less than 18 years of age at the date of co- option; and
  - 7.10.2.2 should be selected by the **Board** on the basis of the contribution that she or he may make to **Girl Guides NSW, ACT & NT** by reason of her or his experience, expertise or standing in the community.

## 7.11 Term of Office of a Co-opted Director

- 7.11.1 A Co-opted Director of the **Board** holds office for 1 year from the date of her or his co-option to the **Board** and is eligible for co-option for a maximum of 5 further consecutive years.
- 7.11.2 If a person has been a Co-opted Director of the **Board** for 6 consecutive years she or he is not eligible for co-option to the **Board** until the expiry of 2 further years after she or he ceases to be a Co- opted Director. However, during that period she or he is not precluded from being a Director of the **Board** by reason of her or his office or, subject to clause 7.3.5, from being an Elected Director.

## 7.12 Termination of Membership of Board

- 7.12.1 Despite any other provision of this **Constitution**, a person ceases to be a Director of the **Board**:
- 7.12.1.1 if he or she resigns by written notice given to the Chief Executive Officer;
  - 7.12.1.2 if the **Board** by a majority of not less than 75% of the Directors present and voting at the meeting duly convened for that purpose so resolves;
  - 7.12.1.3 if, being the **State Commissioner**, or the **Treasurer**, she or he ceases to hold that office;

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- 7.12.1.4 if she or he becomes an employee of **Girl Guides NSW, ACT & NT**;
  - 7.12.1.5 if, being an Elected Director, she ceases to be an **Adult Member**;  
or
  - 7.12.1.6 if the **Board** so resolves, on the basis that she or he has failed to attend 3 successive meetings of the **Board** without the leave of the **Board**.

### **7.13 Casual Vacancies of Elected Directors**

- 7.13.1 If any person ceases to be an Elected Director of the **Board** during her term of office, the vacancy is to be filled by the **Board**. In filling that vacancy, the **Board** must consider for the office candidates who received not less than 5% of the total votes cast for the election of the Elected Directors of the **Board** at the immediately preceding election, but who were not elected.
- 7.13.2 A person filling the **Board** vacancy holds office until the next **Annual General Meeting** and is then, subject to clause 7.3.5, eligible for election as if that person had not filled the casual vacancy.
- 7.13.3 If the number of candidates nominated for election as Elected Directors of the **Board** is insufficient or, although sufficient, not all vacant positions were filled by the operation of clause 7.7.1, then the **Board** may appoint an **Adult Member** to fill each vacancy among the Elected Directors. Any **Adult Member** filling the Elected Director vacancy holds office until the next **Annual General Meeting** and is then, subject to clause 7.3.5, eligible for election as if she had not filled the casual vacancy.

### **7.14 Casual Vacancies of Co-Opted Director**

- 7.14.1 If any person ceases to be a Co-opted Director of the **Board** during her or his term of office, the vacancy may be filled by the **Board**.
- 7.14.2 A person filling the **Board** vacancy holds office for a period of 1 year in accordance with clause 7.11.1.

## **8. BOARD – GENERAL**

### **8.1 Functions and Powers of Board**

- 8.1.1 Subject to the provisions of this **Constitution**, the activities, affairs and business of **Girl Guides NSW, ACT & NT** is to be governed and controlled by the **Board**.
- 8.1.2 Subject to the provisions of this **Constitution**, the **Board** has and may exercise all powers and do all acts and things as may be exercised or done by **Girl Guides NSW, ACT & NT**.

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8.1.3 Without limiting this clause 8.1 or clause 16, the **Board**, in its capacity as Trustees for The Girl Guides Association of New South Wales may acquire, dispose of, manage, mortgage, lease or otherwise deal with any real or personal property on behalf of **Girl Guides NSW, ACT & NT**.

8.1.4 The **Board** must appoint an Auditor who is a registered association Auditor as defined in section 9 of the *Corporations Act 2001*.

## 8.2 Conflicts of interest

8.2.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular **Resolution**):

8.2.1.1 to the other Directors, or

8.2.1.2 if all of the Directors have the same conflict of interest, to the **Members** at the next **General Meeting**, or at an earlier time if reasonable to do so.

8.2.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

## 8.3 Chair of the Board

8.3.1 The **State Commissioner** may be the Chair of the **Board** if she so desires. If she prefers not to undertake this task, then the **Board** is to elect the Chair from among those Directors of the **Board** who are **Adult Members**.

8.3.2 The Chair may appoint a Director of the **Board** as the Deputy Chair.

## 8.4 Delegation

8.4.1 The **Board** may delegate any of its powers or functions to any person or group of persons, including to any Director of the **Board**, any committee or any employee.

8.4.2 The delegate must exercise the powers delegated in accordance with any directions of the **Board**.

## 8.5 Board Committees

8.5.1 Without limiting clause 8.4 the **Board** may by **Resolution** delegate any of its powers to committees appointed for specific purposes consisting of persons appointed by the **Board**. Every committee, in the exercise of the powers so delegated, must conform to the **Rules**.

8.5.2 **Board** committees will make recommendations to the **Board** for consideration and, if adopted, approval by way of **Resolution**.

8.5.3 The **State Commissioner**, the Deputy State Commissioner(s), the Chair of the **Board**, the **Treasurer** and the **Chief Executive Officer** are ex-officio members of every committee.

## 8.6 Board Executive Committee

The **Board** is to establish an Executive Committee of the **Board**.

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## 8.7 Board Committee Meetings

- 8.7.1 A **Board** Committee may meet and regulate its meetings as it thinks fit, subject to any directions from the **Board**.
- 8.7.2 A **Board** Committee meeting may be held using any technology consented to by the members of the **Board** Committee. The consent may be a standing one. A member of the **Board** Committee may only withdraw the consent within a reasonable period before the meeting.
- 8.7.3 The members of the **Board** Committee may pass a recommendation without a meeting being held if all the members entitled to vote sign a document, or a duplicate of that document, containing a statement that they are in favour of the recommendation set out in the document. The recommendation is passed when the last member signs.

## 8.8 Appointments

- 8.8.1 The **Board** may appoint such office bearers and other State personnel for such periods and on such terms and conditions as the **Board** determines.
- 8.8.2 A person so appointed is directly responsible to and removable by the **Board** in its absolute discretion.

## 8.9 Rules and Regulations

The **Board** may resolve to adopt such rules and regulations as it considers necessary or desirable for carrying out the purposes of **Girl Guides NSW, ACT & NT** and which are consistent with **Guide Lines** and the **Rules**.

## 8.10 Reporting

- 8.10.1 The **Board** must cause to be prepared an annual report of the work done by **Girl Guides NSW, ACT & NT** during the preceding year for submission to the **Annual General Meeting**.
- 8.10.2 The **Board** must examine the annual financial statements of **Girl Guides NSW, ACT & NT** and submit them at the **Annual General Meeting**.
- 8.10.3 A copy of the annual report, together with a copy of the audited financial statements must be sent to the Chief Commissioner of the **Girl Guides Australia**.
- 8.10.4 The **Board** must give the executive of **Girl Guides Australia** such further information as it reasonably requires from time to time.

## 8.11 Ballots

- 8.11.1 Without limiting clauses 7.6 or 18.2 the **Board** may conduct a ballot among the **Adult Members** in respect of any matter and for any purpose it determines. The ballot may be conducted by post or any other technology, determined by the **Board**, that gives the **Adult Members** as a whole a reasonable opportunity to participate in the ballot.



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- 8.11.2 If a postal ballot is to be conducted, the **Chief Executive Officer** must send to each **Adult Member** ballot papers with directions for postal voting at least 28 days before the result of the ballot is to be declared. If the ballot is to be conducted using other technology, the Executive Officer must send to each **Adult Member** instructions for voting at least 28 days before the result of the ballot is to be declared.
- 8.11.3 Each **Adult Member** may exercise 1 vote in respect of each matter that is subject to ballot.
- 8.11.4 The result of a vote may be communicated to the **Adult Members** in accordance with clause 17.2.
- 8.11.5 Subject to clauses 8.11.2, 8.11.3 and 8.11.4, a ballot is to be conducted in accordance with the **Rules**.

## 9. BOARD MEETINGS

### 9.1 Meetings of the Board

- 9.1.1 The **Board** may regulate its meetings as it thinks fit.
- 9.1.2 The **Board** must meet not less than once in every 2 months and may meet at such other times as it determines.
- 9.1.3 A **Board** meeting may be held using any technology consented to by the Directors of the **Board**. The consent may be a standing one. A Director of the **Board** may only withdraw the consent within a reasonable period before the meeting.
- 9.1.4 The Directors of the **Board** may pass a **Resolution** without a meeting being held if all the voting members, entitled to vote on the **Resolution**, sign a document, or a duplicate of that document, containing a statement that they are in favour of the **Resolution** set out in the document. The **Resolution** is passed when the last voting member, entitled to vote on the **Resolution**, signs.

### 9.2 Requisitioned Board Meeting

- 9.2.1 The **Chief Executive Officer** must convene a special meeting of the **Board** if the **State Commissioner**, or any 3 Directors of the **Board**, so request. A request is to be in writing addressed to the Executive Officer.
- 9.2.2 The business of the Requisitioned meeting must be provided with the request for the special meeting of the **Board**.

### 9.3 Notice of Board Meeting

At least 7 days' notice of any meeting of the **Board**, and of the time and place of, and the business to be transacted at the meeting, is to be given by the **Chief Executive Officer** to the Directors of the **Board**.

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#### **9.4 Voting**

Each voting member of the **Board** has 1 vote.

#### **9.5 Chair of Board Meeting**

9.5.1 The Chair of the **Board** chairs meetings of the **Board**. If she is unable to do so at any meeting, the deputy Chair chairs that meeting.

9.5.2 If the deputy Chair is also unable to chair that meeting, the **Board** must appoint a Director of the **Board** to chair that meeting.

#### **9.6 Quorum**

The quorum of any meeting of the Board is 5 (five) voting Directors, a majority of whom are **Adult Members**.

#### **9.7 Attendance by Invitation**

9.7.1 Each Deputy State Commissioner appointed by the **State Commissioner** in accordance with clause 12.3 is entitled to receive notice of any meeting of the Board and to attend and speak, but has no right to vote at any meeting of the Board.

9.7.2 Without limiting clause 10.3.1, any other person may, at the invitation of the Board, attend and speak at the whole or any part of any meeting of the Board, but has no right to vote at any meeting of the Board.

### **10. CHIEF EXECUTIVE OFFICER**

#### **10.1 Appointment**

10.1.1 The **Board** is to appoint a person as the **Chief Executive Officer** of **Girl Guides NSW, ACT & NT** for such term and on such conditions as the **Board** determines.

10.1.2 The **Chief Executive Officer** need not be a **Member**.

#### **10.2 Title**

10.2.1 Despite any provision of this **Constitution**, the **Board** may determine at any time and from time to time to change the title of the position held by the person appointed under clause 10.1.1.

#### **10.3 Attendance at Meetings**

10.3.1 The **Chief Executive Officer** is entitled to attend each **General Meeting** of **Girl Guides NSW, ACT & NT**.

10.3.2 The **Board** may invite the **Chief Executive Officer** to attend the whole or any part or parts of a meeting of the **Board** as it determines.

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## 11. TREASURER

### 11.1 Appointment

11.1.1 The **Board** shall appoint a person as the **Treasurer** of **Girl Guides NSW, ACT & NT** for such term and on such conditions as the **Board** resolves fit.

11.1.2 The **Treasurer** need not be a **Member**.

### 11.2 Title

Despite any provision of this **Constitution**, the **Board** may determine at any time and from time to time to change the title of the position held by the person appointed under clause 11.1.1.

### 11.3 Duties of Treasurer

The **Treasurer** must:

11.3.1 cause to be kept true account of all monies received and expended and of the assets and liabilities of **Girl Guides NSW, ACT & NT**;

11.3.2 cause to be prepared the annual financial statements of **Girl Guides NSW, ACT & NT**; and

11.3.3 cause the annual financial statements to be audited.

## 12. COMMISSIONERS AND OTHER POSITIONS

### 12.1 State Commissioner

12.1.1 The **Board** must elect a **State Commissioner** in accordance with the provisions of this Clause.

12.1.2 The **State Commissioner** is elected for a term of 3 years. The **Board** may extend the **Appointment** for a further 2 years and thereafter, if the **Board** unanimously resolves that there are extraordinary circumstances, a further 1 year. In no circumstance may the **State Commissioner** hold office for a term longer than 6 consecutive years.

12.1.3 When the office of **State Commissioner** is about to become vacant any **Adult Member** may, with the consent of the nominee, nominate an **Adult Member** for election as **State Commissioner**.

12.1.4 A nominee must be an **Adult Member** who has made the Promise.

12.1.5 The incumbent **State Commissioner** may not stand for re-election for a period of 1 year after completion of her term of **Appointment**.

12.1.6 If more than 1 nomination for the office of **State Commissioner** is received, the **Board** elects the **State Commissioner** by secret ballot.

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- 12.1.7 If only 1 nomination for the office of **State Commissioner** is received, and the nomination is approved by a majority of the **Board** present and voting, the nominee is taken to be elected.

## **12.2 Acting State Commissioner**

- 12.2.1 If the **State Commissioner** is unable to act for a limited period the **Board** must appoint an Acting State Commissioner to act in her place.
- 12.2.2 If the **State Commissioner** ceases to hold office the **Board** must appoint an Acting State Commissioner pending **Appointment** by the **Board** in accordance with clause 12.1.1.

## **12.3 Deputy State Commissioners**

- 12.3.1 The **State Commissioner** (or **State Commissioner** elect) must recommend to the **Board**, for **Appointment** by the **Board**, not less than 1 but not more than 3 Deputy State Commissioner(s) (or Deputy State Commissioner(s) elect).
- 12.3.2 The **Board** must appoint each Deputy State Commissioner in accordance with the recommendation of the **State Commissioner**.

## **12.4 Region Managers**

A Region Manager is to be appointed for each **Region** in accordance with the **Rules**.

## **12.5 Assistant Manager**

Each Region Manager may appoint Assistant Region Managers.

## **12.6 Other Appointments**

- 12.6.1 District Managers and Assistant District Managers are appointed in accordance with the **Rules**.
- 12.6.2 Other **Appointments** to a specific role, including Unit Leaders, are made in accordance with the **Rules**.

## **12.9 Eligibility for Appointment**

- 12.9.1 Each person appointed as a Region or District Manager under this clause 12 must:
- 12.9.1.2 be an **Adult Member**; and
  - 12.9.1.3 have made the Promise or a willingness to make or renew the Promise.

## **12.10 Duties of Appointees**

The duties of Region or District Managers are those laid down in the **Rules**.

## **12.11 Suspension of Appointment**

- 12.11.1 The **State Commissioner** may, at her discretion, suspend a person from any **Appointment**.

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- 12.11.2 Any suspended person has the right to appeal to the **Board** as provided in clause 13.

## **12.12 Termination of Appointment**

- 12.12.1 The **Board** may terminate any **Appointment** if it considers that this is desirable and in the best interests of **Girl Guides NSW, ACT & NT**.
- 12.12.2 Any decision of the **Board** to terminate any such **Appointment** is final.
- 12.12.3 When an **Appointment** terminates, the deputy or assistant also retires.

## **13. APPEALS**

### **13.1 Right of Appeal**

- 13.1.1 Any **Member** who feels aggrieved by any decision or action taken by any other person may appeal to the **Board** against such decision or action.
- 13.1.2 Until the determination of the appeal, the decision appealed against has full force and effect.
- 13.1.3 Appeals will be determined in accordance with the Grievance Rule.

## **14. RECORDS**

### **14.1 Records to be Kept**

The **Board** is to keep or cause to be kept a record of all **Appointments** made or terminated, qualifications issued, any awards given and of any property held by **Girl Guides NSW, ACT & NT**.

## **15. GUIDE GROUPS**

### **15.1 Establishment of Guide Groups**

- 15.1.1 The **Board** may establish or cause to be established any Guide or Guiding related group in accordance with **Guide Lines** and the Rules.
- 15.1.2 The **Board** must establish such **Guide Groups** as are required by **Guide Lines**.
- 15.1.3 The **Board** may recognise any Guiding related group that is established by any person or persons in accordance with **Guide Lines** or the Rules.

### **15.2 Power to Disband a Guide Group**

- 15.2.1 The **Board** may disband any **Guide Group**.

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15.2.2 The power in clause 15.2.1 is exercisable by **Resolution** passed at a meeting of the **Board** by a 2/3 majority of those present and voting.

## 16. PROPERTY GROUPS

### 16.1 Property of Girl Guides NSW, ACT & NT

Subject to the **Act** and to the provisions of any deed, testamentary instrument, instrument of trust or any other instrument, all property of **Girl Guides NSW, ACT & NT** or of any **Guide Group** is vested in the body corporate, being The Girl Guides Association of New South Wales.

### 16.2 Dealing with Property

Subject to the **Act, Girl Guides NSW, ACT & NT**, in its capacity as Trustee may dispose of or otherwise deal with all property of The Girl Guides Association of New South Wales as it determines.

## 17. NOTICES

### 17.1 Giving of Notices

Any notice required to be given under this **Constitution** is treated as being received by the person to whom it is addressed:

- 17.1.1 if delivered to that person, when it is so delivered;
- 17.1.2 if posted by ordinary prepaid postage, 3 working days, at the place it is received, after it is posted; and
- 17.1.3 if sent by facsimile, or by electronic means, on the day it is sent if a working day at the place it is received and, if not, on the next working day.

### 17.2 Notice in Publication

Despite clause 17.1, any notice that is required to be given to all **Adult Members**, including a notice to be given under clauses 6.8 or a communication or documents to be given under clauses 7.6.2 or 8.11.2, may be given in any publication of **Girl Guides NSW, ACT & NT** that is circulated to all **Adult Members**.

### 17.3 Omission to give Notice

The accidental omission to give a notice of any meeting to, or the non-receipt of such a notice by, any person entitled to receive it, does not automatically invalidate the proceedings of or any **Resolution** passed at the meeting.

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## 18. AMENDMENTS TO CONSTITUTION

### 18.1 Amendments

This **Constitution** may be amended, on the recommendation of the **Board**, by **Resolution** passed by not less than 75% of the votes cast by **Adult Members** on the **Resolution**.

### 18.2 Voting on Amendments

18.2.1 Each **Adult Member** may cast 1 vote on a **Resolution** to amend the **Constitution**. This vote may be cast either:

18.2.1.1 at the **Annual General Meeting** at which the amendment is to be considered;

18.2.1.2 by post; or

18.2.1.3 by any other technology, determined by the **Board**, that gives the **Adult Members** as a whole a reasonable opportunity to vote on the **Resolution**.

18.2.2 The **Chief Executive Officer** must send to each **Adult Member** voting papers with the notice of the meeting at which the amendment is to be considered.

18.2.3 A vote is only valid if received by the **Chief Executive Officer** at least 48 hours before the meeting.

18.2.4 If an **Adult Member** has cast a valid vote she may not vote on the poll at the meeting and if she does so, the vote cast at the meeting is not to be counted.

18.2.5 Subject to clauses 18.2.1.3, 18.2.3 and 18.2.4, the vote is to be conducted in accordance with the **Rules**.

18.2.6 In determining whether the **Resolution** is passed by the requisite majority the votes cast on the poll and by post and other technology are aggregated.

### 18.3 Notice of Amendments

Notice of any proposed amendment to the **Constitution** must be received by the **Chief Executive Officer** not less than 45 days before the date fixed for the **Annual General Meeting** at which the amendment is to be considered.

## 19. SEAL

### 19.1 Common Seal

**Girl Guides NSW, ACT & NT** must have a common seal.

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## 19.2 Use of Common Seal

- 19.2.1 The common seal may be used only with the authority of the **Board**.
- 19.2.2 **Girl Guides NSW, ACT & NT** executes a document with its common seal if the fixing of the common seal is witnessed by:
- 19.2.2.1 2 Directors of the **Board**; and
  - 19.2.2.2 the **Chief Executive Officer** or some other person appointed by the **Board** for this purpose.

## 20. DISSOLUTION

### 20.1 Recommendation to Wind Up

The **Board** of **Girl Guides NSW, ACT & NT** may resolve by a 2/3 majority at two consecutive **Board** meetings, of which 7 days' notice shall have been given, to recommend to **the Adult Members** the winding up of the **Girl Guides NSW, ACT & NT**.

### 20.2 Decision to Wind Up

- 20.2.1 The **Adult Members** may resolve to wind up **Girl Guides NSW, ACT & NT** by a **Resolution** passed by 75% of the votes cast on the **Resolution**;
- 20.2.2 Each **Adult Member** may cast 1 vote on a **Resolution** to wind up **Girl Guides NSW, ACT & NT**. This vote may be cast either:
- 20.2.2.1 the **Annual General Meeting** at which the **Resolution** is to be considered;
  - 20.2.2.2 by post; or
  - 20.2.2.3 by any other technology, determined by the **Board**, that gives the **Adult Members** as a whole a reasonable opportunity to participate in the decision.
- 20.2.2 The **Chief Executive Officer** must send to each **Adult Member** voting papers with the notice of the meeting at which the decision is to be considered.
- 20.2.3 A vote is only valid if received by the **Chief Executive Officer** at least 48 hours before the meeting.
- 20.2.4 If an **Adult Member** has cast a valid vote she may not vote on the poll at the meeting and if she does so, the vote cast at the meeting is not to be counted.
- 20.2.5 Subject to clauses 20.2.2, 20.2.2.3 and 20.2.3 the vote is to be conducted in accordance with the Rules.
- 20.2.6 In determining whether the **Resolution** is passed by the requisite majority the votes cast on the poll and by post and other technologies are aggregated.



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### **20.3 Operation of Clause**

The provisions of clause 20.1 and 20.2 operate subject to the provisions of the **Act**.

### **20.4 Transfer of Property and Assets**

In the event of **Girl Guides NSW, ACT & NT** being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to either Girl Guides Australia Incorporated, a Member of Girl Guides Australia Incorporated, or in their absence, to any other association with similar purposes which is not carried on for the profit or gain of its individual Members.

### **20.5 Liability of Members**

A Member has no liability to contribute towards the payment of the debts and liabilities of **Girl Guides NSW, ACT & NT** or the costs, charges and expenses of the winding up of **Girl Guides NSW, ACT & NT**.