



# **Girl Guides Australia Constitution**

Approved 5 June 2021 AGM

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## Girl Guides Australia

### A company limited by guarantee

#### 1 Company's name

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The name of the company is Girl Guides Australia.

#### 2 Company's purposes

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##### 2.1 Purposes of the company

- (a) The purposes of the company are:
- (1) to provide girls and young women with opportunities for self-training in the development of character, responsible citizenship and service to the community;
  - (2) to provide any form of assistance to Organisational Members which have purposes which are similar to the purpose of the company in 2.1 (a) (1); and
  - (3) to advance other charitable purposes which are beneficial to the community.
- (b) To achieve these purposes, the company may, without limitation:
- (1) harness the resources of the community in support of the purposes in rule 2.1(a);
  - (2) establish and maintain affiliations and information exchange with other organisations having similar purposes to those in rule 2.1;
  - (3) act as trustee of any trust the purpose of which relates to the purposes in rule 2.1; and
  - (4) do all other things incidental or conducive to the attainment of the purposes in rule 2.1.
- (c) The company is self governing in accordance with this constitution and politically independent.

##### 2.2 WAGGGS

The company is the sole national representative of the World Association of Girl Guides and Girl Scouts (**WAGGGS**) in Australia and is recognised by WAGGGS as its sole representative in Australia. The emblem of the company must contain the Trefoil, the unifying symbol of WAGGGS, in recognition of this role.

## 3 Company's powers

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### 3.1 Powers of the company

- (a) The company may exercise any power, take any action, or engage in any conduct which the Act permits a company limited by guarantee to exercise, take or engage in.
- (b) A power conferred on a person to do a particular act or thing under this constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (c) A power conferred under this constitution to do a particular act or thing:
  - (1) may be exercised from time to time and subject to conditions; and
  - (2) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
- (d) Nothing restricts the company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the company or which is intended to generate revenue for, or otherwise further, those objects.

## 4 Not for profit status

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### 4.1 Application of the company's income and property

- (a) The company's income and property must be applied solely towards promoting the company's purposes. *This includes, but is not limited to, payments to Organisational Members that will promote the company's purpose.*
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or directors.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

### 4.2 Payments of directors fees

No directors fees may be paid to the directors.

### 4.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
- (b) a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the company, where:

- (1) the provision of the service has the prior approval of the directors; and
- (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

## 5 Membership

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### 5.1 Categories of membership

The company shall have the following categories of member:

- (a) Organisational Members, under rule 5.2(b); and
- (b) Individual Members, under rule 5.3.

### 5.2 Organisational Members

- (a) The Organisational Members are the State Girl Guide Organisations provided they meet the eligibility requirements in rule 5.2(b).
- (b) To be eligible to continue as or to apply as an Organisational Member a State Girl Guide Organisation must:
  - (1) be incorporated;
  - (2) be the co-ordinating and operating organisation for Girl Guides in a State or Territory;
  - (3) enter into and comply with an agreement with the company which will set out the requirements of WAGGGS and other matters as required by the company; and
  - (4) comply with WAGGGS membership requirements, as amended by WAGGGS from time to time.
- (c) An Organisational Member must appoint a representative to vote on behalf of that Organisational Member at a general meeting of the company and may change the appointment at any time by notice to the company.

### 5.3 Individual Members

- (a) All individuals who support the purposes of the company and of WAGGGS, and who are not SGGO Members, may apply for Individual Membership in the form and manner decided by the directors.
- (b) The directors may decide to create categories of membership with the same or differing rights or privileges.
- (c) The directors must create eligibility criteria for each category of membership. The criteria must, as far as possible under Australian laws and requirements, be consistent with WAGGGS membership criteria.
- (d) After the receipt of an application for Individual Membership, and any fee required under rule 5.4, the directors (or a committee to which the directors have delegated this power) must consider the application and decide whether to admit or reject the admission of the applicant. The directors need not give any reason for rejecting an application.
- (e) The Individual Members have the right to attend and speak at general meetings of the company, subject to the control of the chair of the meeting, but do not have the right to vote.

## 5.4 Membership fees

- (a) Annual membership fees for all categories of membership may be decided by the directors.
- (b) The directors must notify all organisations and persons entered on the register of members of the amount and time for payment of any annual membership fee and of any alteration to the annual membership fee as decided by the directors.
- (c) Where the annual membership fee is not received:
  - (1) after one month of the due date, the directors may issue a written reminder notice to the member; and
  - (2) after one month of the written reminder notice, the member's rights and privileges associated with that membership will be suspended.
- (d) If a member who was suspended pursuant to rule 5.4(c) has not paid an annual membership fee for more than 2 months after the written reminder notice, the organisation or person ceases to be a member.

## 6 When membership ceases

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### 6.1 Resignation and other events

An Organisational Member or an Individual Member immediately ceases to be a member if they:

- (a) resign as a member by giving written notice to the company;
- (b) cease to be eligible to be a member under rule 5;
- (c) are expelled under rule 6.2;
- (d) cease to be a member under rule 5.4(d); or
- (e) die, in the case of Individual Members.

### 6.2 Expulsion

- (a) The directors may by resolution expel an Organisational Member or Individual Member from the company by resolution approved by at least two thirds of the directors entitled to vote and present at the meeting held to consider the resolution if, in their absolute discretion, they decide it is not in the interests of the company for the organisation or person to remain a member.
- (b) If the directors intend to consider a resolution under rule 6.2(a), at least 14 Business Days before the meeting at which the resolution is to be considered, they must give the member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based;

- (3) if the member is an Organisational Member, informing the member that the member may attend the meeting by its appointed representative and the representative may give an oral or written explanation or submission before the resolution is put to the vote; and
  - (4) if the member is an Individual Member, informing the member that the member may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) Nothing in this rule 6.2 prevents an expelled member re-applying for membership of the company.

## 7 Liability of member

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The liability of the members is limited to the amount of the guarantee given in rule 8.

## 8 Guarantee by member

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Every member undertakes to contribute an amount not more than \$10 to the property of the company if it is wound up while the organisation or person is a member or within one year after the organisation or person ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before the time the organisation or person ceased to be a member; and
- (b) the costs, charges and expenses of winding up.

## 9 Supporters

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- (a) The directors may create categories of supporters of the company.
- (b) For each category of supporter, the directors must create eligibility criteria and other guidelines.
- (c) For the avoidance of doubt, supporters are not members of the company.

## 10 Intentionally left Blank

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## 11 Winding up

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- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
  - (1) that is charitable at law;



- (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and
  - (3) gifts to which can be deducted under Division 30 of the ITAA 97.
- (b) The identity of the fund, authority or institution referred to in rule 11(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the Organisational Members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the Organisational Members do not decide, by the Supreme Court of the State or Territory in which the company is registered.

## 12 Altering this constitution

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### 12.1 Charitable

The company must not pass a special resolution making a material alteration to, or materially affecting, rules 2, 4 or 11, or any other alteration to the constitution, if, as a result, the company is no longer a charity.

## 13 General meetings

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### 13.1 Definition of general meeting

A general meeting is any meeting of the members which is called in accordance with this rule 13, including an annual general meeting of members.

### 13.2 Calling general meetings

- (a) A general meeting may only be called:
  - (1) by a directors' resolution; or
  - (2) in accordance with a requisition made by the Organisational Members with at least 50% of the votes that may be cast at a general meeting.
- (b) A meeting of the members may only be held for a proper purpose.
- (c) The directors may change the venue for, postpone or cancel a general meeting if:
  - (1) they consider that the meeting has become unnecessary;
  - (2) the venue would be unreasonable or impractical; or
  - (3) a change is necessary in the interests of conducting the meeting efficiently.
- (d) If the general meeting was called in accordance with a requisition of Organisational Members under rule 13.2(a)(2), then it may not be postponed or cancelled without the prior written consent of the Organisational Members who called or requisitioned the meeting.

### 13.3 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 18 to each organisation or person who is at the date of the notice:

- (1) a member;
  - (2) a director; or
  - (3) the Auditor.
- (b) The directors may decide the content of a notice of a general meeting, but the notice must include:
- (1) the place, date and time of the meeting;
  - (2) the general nature of the business to be transacted at the meeting;
  - (3) if a special resolution is proposed, the words of the special resolution; and
  - (4) a statement that members have the right to appoint a proxy and information about the company's proxy requirements.
- (c) A member may waive notice of a general meeting by written notice to the company.
- (d) At least 21 days' notice must be given of a meeting of members.
- (e) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any organisation or person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if:
- (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the organisation or person has notified or notifies the company of the organisation or person's agreement to that thing or resolution.
- (f) A member's attendance at a general meeting waives any objection that organisation or person may have to:
- (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the organisation or person objects to the holding of the meeting; and
  - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the organisation or person objects to considering the matter when it is presented.
- (g) SGGO Members, supporters of the company and other stakeholders may be invited to attend a general meeting in any form, manner and with the content as decided by the directors, and may be permitted to speak subject to the control of the chair of the meeting.

#### **13.4 Quorum at general meetings**

- (a) No business may be transacted at a general meeting, except the election of a chair if required under rule 13.6 and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of two thirds of the Organisational Members entitled to vote and present by representative, by attorney or by proxy at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
  - (1) where the meeting was convened on the requisition of Organisational Members, the meeting must be dissolved; or

- (2) in any other case the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 13.4(b)(2), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

### **13.5 General meetings by technology**

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Organisational Members, to constitute a quorum constitutes a meeting of the members, provided each member present has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

### **13.6 Chair of general meetings**

- (a) The Chair must preside as chair at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act, unless the Chair has appointed another person to preside as chair at the general meeting under rule 13.6(b).
- (b) The Chair may appoint a director or any other person to preside as chair at a general meeting, either before or at the general meeting.
- (c) If the Chair (or their delegate appointed under rule 13.6(b)) is not present within 15 minutes after the time appointed for the meeting to start or is not willing to act as chair, the Deputy Chair shall preside as chair at the meeting.
- (d) If the Chair (or their delegate appointed under rule 13.6(b)) and the Deputy Chair are not present or are not willing to act as chair, the Organisational Members present must elect another chair of the meeting.
- (e) A chair elected under rule 13.6(d) must be:
  - (1) another director who is present and willing to act; or
  - (2) if no other director present at the meeting is willing to act, a representative of an Organisational Member who is present and willing to act.

### **13.7 Conducting and adjourning general meetings**

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (b) The chair of a general meeting may, and must if so decided by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 13.7(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the Organisational Members or the court under the Act. If a meeting is called and arranged to be held to remove a director, the directors may not postpone it any longer than one month and may not cancel it without the consent of the requisitioning member.

### **13.8 Decisions at general meetings**

- (a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members entitled to vote and present at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal, the chair of the meeting does not have a casting vote, and the proposed vote is taken as lost.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands by those members entitled to vote, unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
  - (1) the chair of the meeting;
  - (2) at least two members present and entitled to vote on the resolution; or
  - (3) a member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chair of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

### **13.9 Voting rights**

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every Organisational Member present has one vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each Organisational Member the person represents.

- (c) An objection to the qualification of a person to vote at a general meeting must be:
  - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
  - (2) referred to the chair of the meeting, whose decision is final.
- (d) A vote not disallowed by the chair of a meeting under rule 13.9(c) is valid for all purposes.

### **13.10 Representation at general meetings**

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
  - (1) by one proxy;
  - (2) by one attorney; or
  - (3) by one representative.
- (b) A proxy, attorney or representative may, but need not, be a member of the company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

### **13.11 Authority of a proxy, attorney or representative**

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
  - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
  - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
  - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (2) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
  - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) Subject to rule 13.11(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy,

attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are:

- (1) received at the registered office of the company, a fax number at the company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
  - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (3) in the case of a poll, produced when the poll is taken.
- (f) The directors may waive all or any of the requirements of rules 13.11(d) and 13.11(e) and in particular may, on the production of such other evidence as the directors require to prove the validity of the appointment or a proxy, attorney or representative, accept:
- (1) an oral appointment of a proxy, attorney or representative;
  - (2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 13.11(d); and
  - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or of the power of attorney or other authority under which the instrument is signed.
- (g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no written notice of the revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be deposited, tabled or produced under rule 13.11(e).
- (h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

### 13.12 Annual General Meeting

The company must hold a general meeting, to be called the Annual General Meeting (**AGM**), at least once in every calendar year (after the end of the first financial year), notwithstanding the provisions of section 111L of the Act.

### 13.13 Business at AGMs

- (a) The business of an AGM referred to in rule 13.12 is:
- (1) to provide the opportunity for the board to account to and report to the members as required by the ACNC Legislation;
  - (2) for the members to receive and consider the annual financial reports of the company; and
  - (3) to transact any other business which, under the ACNC Legislation or this document, is required to be transacted at an AGM.
- (b) All business (other than that referred to in rule 13.13(a)) transacted at an AGM and all business transacted at other general meeting is special business.

- (c) The Auditor or Reviewer, if any, and its representative, may attend and be heard on any part of the business of a meeting concerning the Auditor or Reviewer. The Auditor or Reviewer, if any, or its representative, if present at the meeting, may be questioned by the members, as a whole, about the audit or review, if undertaken.
- (d) Before or at the AGM, the directors must give information to the members on the company's activities and finances during the period since the last AGM.
- (e) The chair of the AGM must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

### **13.14 Provisions about general meetings apply to the AGM**

The provisions of this constitution about the procedure and conduct for general meetings apply, with necessary changes, to the AGM.

## **14 Directors**

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### **14.1 Number and composition**

- (a) The minimum number of directors is six. The maximum number of directors is to be fixed by the directors, but may not be more than 16, unless the company in general meeting resolves otherwise. The directors must not determine a maximum which is less than the number of directors in office at the time the determination takes effect.
- (b) The appointment of the directors of the company is set out in this rule 14, as follows:
  - (1) Chair, appointed under rule 14.2;
  - (2) Acting Chair, if appointed under rule 14.3;
  - (3) Chief Commissioner, if appointed under rule 14.4
  - (4) Acting Chief Commissioner, if appointed under rule 14.5;
  - (5) Deputy Chair, if appointed under rule 14.6;
  - (6) State Commissioners, or appointee by the Organisational Member as per rule 14.7;
  - (7) directors elected under rule 14.8 or appointed to fill a casual vacancy under rule 14.9; and
  - (8) directors appointed under rule 14.10.
- (c) The directors in appointing the appointed directors and in reviewing and recommending directors for election will endeavour to comply with the WAGGGS and WAGGGS Asia Pacific Region policies on board membership ratios.

### **14.2 Chair**

- (a) The directors must appoint the Chair. The Chair is appointed as a director and chair of the company by the directors. The directors may set a policy on the eligibility and process for identifying and selecting a short list of candidates for

the directors to review for the appointment of the Chair. The directors must also set out the requirements of the role of Chair and any delegations.

- (b) The term of office for the Chair is three years, and the Chair is eligible for reappointment for up to one further three year term. The Chair is not eligible for reappointment until the expiry of one year from the end of the sixth year in office.

### **14.3 Acting Chair**

In the event of a vacancy in the office of the Chair the directors may appoint one of the directors or any other person to the office of Acting Chair until a Chair is appointed. If the person appointed to the role of Acting Chair was not a director prior to the appointments, the directors will also appoint the Acting Chair as a director until the replacement Chair is appointed, at which time the Acting Chair will cease to be a director.

### **14.4 Chief Commissioner**

- (a) The directors must appoint the Chief Commissioner. The Chief Commissioner is appointed as a director of the company by the directors. The directors may set a policy on the eligibility and process for identifying and selecting a short list of candidates for the directors to review for the appointment of Chief Commissioner. The directors must also set out the requirements of the role of Chief Commissioner and any delegations, including the ability of the Chief Commissioner to appoint assistants who may represent the Chief Commissioner at functions and have the right to attend and speak at meetings of directors, subject to the control of the chair of the meeting, but do not have the right to vote.
- (b) The term of office for the Chief Commissioner is three years, and the Chief Commissioner is eligible for re-appointment for a further three year term. The Chief Commissioner is not eligible for reappointment until the expiry of one year from the end of the sixth year in office.

### **14.5 Acting Chief Commissioner**

In the event of a vacancy in the office of the Chief Commissioner the directors may appoint one of the directors or any other person to the office of Acting Chief Commissioner until a Chief Commissioner is appointed. If the person appointed to the role of Acting Chief Commissioner was not a director prior to the appointment, the directors will appoint the Acting Chief Commissioner as a director until the replacement Chief Commissioner is appointed, at which time the Acting Chief Commissioner will cease to be a director.

### **14.6 Deputy Chair**

The directors may appoint any of the directors, to the position of Deputy Chair. If the director appointed as Deputy Chair ceases to be a director, they will cease to be Deputy Chair.

### **14.7 Organisational Member or Appointee**

Each Organisational Member must appoint either the State Commissioner for that Organisational Member or any other member of that Organisational Member as a director and may from time to time remove or replace any director so appointed.



## 14.8 Elected directors

- (a) There can be up to two elected directors. The directors may set a policy for the nomination process for the positions of elected directors, to give sufficient time for review and assessment of the applicants.
- (b) To be eligible for nomination the person must be an Individual Member or SGGO Member and cannot be on the board or committee of management, or hold a key decision making role in, an Organisational Member, as decided by the directors.
- (c) The Organisational Members will elect the elected directors at an annual general meeting.
- (d) The term will be until the end of the third annual general meeting following the director's election. The outgoing elected director is not eligible for re-election until one year after ceasing to be an elected director.

## 14.9 Casual vacancy in elected directors

In the event of a casual vacancy in an elected director's position, the directors may appoint a person who would be eligible for nomination under rule 14.8(a) to hold office until the next annual general meeting. The person may be nominated under rule 14.8(a) and elected under rule 14.8(c) at that annual general meeting.

## 14.10 Appointed directors

- (a) The directors may appoint up to three individuals as appointed directors for a term of three years, eligible for reappointment by the directors for up to another three year term. The appointments may take place at any time during a year.
- (b) To be eligible for appointment, the individuals must not be on the board or committee of management of, an Organisational Member or hold a key decision making role in, an Organisational Member, as decided by the directors. The individuals are not required to be Individual Members or SGGO Members. The directors may set a policy outlining the skills or experience, or process for identifying suitable candidates for the appointed director positions.
- (c) After the end of the sixth consecutive year of appointment, the appointed director is not eligible for reappointment until the expiry of one year from the end of the director's sixth year of appointment.

## 14.11 Vacation of office

The office of a director becomes vacant:

- (a) if appointed by virtue of holding office as a State Commissioner, on ceasing to be a State Commissioner;
- (b) if appointed as a director by an Organisational Member under rule 14.7, on the company being notified that the Organisational Member has removed that person as a director under rule 14.7;
- (c) in the circumstances prescribed by the Act or the ACNC Legislation, including if the director dies;
- (d) if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (e) if the director is removed from office by resolution of the Organisational Members;

- (f) if the director fails to attend meetings of the directors for at least four consecutive meetings or at least four meetings over a period of 12 months without leave of absence, unless the directors subsequently decide to grant a leave of absence;
- (g) if the director resigns by written notice to the company; or
- (h) if the director is appointed as Acting Chief Commissioner or Acting Chair and was not a director prior to being appointed to that role, upon the appointment of a new Chief Commissioner or new Chair (as appropriate).

## 14.12 Regulations

The directors may make, amend, change in any way and revoke regulations, rules and policies for governance, procedures, operations and rights or requirements as the directors decide is in the interests of the company. All members will be bound by the regulations, rules and policies.

## 14.13 Directors may contract with the company and hold other offices

- (a) The directors may make regulations requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the regulations.
- (b) A director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
  - (1) be present while the matter is being considered at the meeting; or
  - (2) vote on the matter.
- (c) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (d) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (e) A director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with the disclosure requirements applicable to the director under any regulations adopted by the directors, and under the Act or ACNC Legislation regarding that interest.
- (f) A director may hold any other office or position (except Auditor) in the company or any related body corporate in conjunction with the person's directorship and may be appointed to that office or position on terms (including remuneration and tenure) the directors decide.
- (g) A director may be or become a director or other officer of, or interested in, any related body corporate or any other body corporate associated with the company, and, with the consent of the directors of the company, need not account to the company for any remuneration or other benefits the director

receives as a director or officer of, or from having an interest in, that body corporate.

- (h) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.

#### **14.14 Proceedings of directors**

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, so far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

#### **14.15 Convening meetings of directors**

- (a) Any meeting of the directors convened in accordance with the requirements of this rule 14 is a meeting of directors for the purposes of this constitution.
- (b) A director may convene a meeting of the directors whenever he or she thinks fit.
- (c) A secretary must, on the requisition of a director, convene a meeting of the directors.

#### **14.16 Notice of meetings of directors**

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting; and
  - (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A director may waive notice of a meeting of directors by notifying the company to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any thing done or resolution passed at the meeting if:

- (1) the non-receipt or failure occurred by accident or error;
  - (2) the director has waived or waives notice of that meeting under rule 14.16(c) before or after the meeting;
  - (3) the director has notified or notifies the company of the director's agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
  - (4) the director attended the meeting.
- (e) Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.

#### **14.17 Quorum at meetings of directors**

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of two thirds of the directors entitled to vote and be present at the time of the meeting.
- (c) If there is a vacancy in the office of a director then, subject to rule 14.17(d), the remaining directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors or the Organisational Member concerned must act as soon as possible to appoint additional directors, as required, and, until that has happened, the directors may only act if and to the extent that there is an emergency requiring them to act.

#### **14.18 Chair of directors**

- (a) The Chair must preside as Chair at each meeting of directors if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If both the conditions in rule 14.18(a) have not been met, the Deputy Chair as may have been appointed by the directors, must preside as chair of the meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (c) If both conditions in rule 14.18(b) have not been met, the directors present must appoint one of the directors as chair of the meeting.

#### **14.19 Decisions of directors**

- (a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present and entitled to vote. Such a decision is for all purposes a decision of the directors. Each director entitled to vote has one vote.
- (c) Where the votes on a proposed resolution are equal:
  - (1) the chair of the meeting does not have a second or casting vote; and
  - (2) the proposed resolution is taken as lost.

#### **14.20 Written resolutions of directors**

- (a) A resolution is taken to have been passed by a meeting of directors if:

- (1) all of the directors (other than any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and
  - (2) the directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution.
- (b) A director may consent to a resolution by:
- (1) signing the document containing the resolution (or a copy of that document);
  - (2) giving to the company at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the Chair signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
  - (3) telephoning the secretary or the Chair and signifying assent to the resolution and clearly identifying its terms.

#### **14.21 Minutes of meetings and minutes of resolutions**

- (a) The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of directors (including committees of directors) are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The directors must ensure minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for the purpose, within one month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

#### **14.22 Committees**

The directors may establish:

- (1) committees of the board of which at least 40% of the members are directors;
  - (2) sub-committees of the board consisting of directors and other individuals; and
  - (3) advisory committees consisting of directors and other individuals.
- (b) The directors may appoint and remove, or make provision for the appointment and removal of, members of committees, sub-committees and advisory committees.
  - (c) The directors may disband a committee at any time.
  - (d) The functions of each committee will be decided by the directors, however, an advisory committee may only make recommendations to the directors whereas, the directors may delegate any of their powers to a committee or sub-committee.
  - (e) A committee or sub-committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.
  - (f) The directors must specify:

- (1) the manner in which proceedings of any committee are to be conducted;
  - (2) the matters which any committee must consider in carrying out its functions; and
  - (3) any other matters concerning the committee or its functions that the directors decide.
- (g) The provisions of this constitution that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee.

#### 14.23 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.

#### 14.24 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote.

### 15 Executive officers

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- (a) A reference in this rule 15 to an executive officer is a reference to the Chief Executive Officer (as appointed by the directors), secretary or assistant secretary.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.
- (c) Subject to any contract between the company and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
  - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit in accordance with the Act;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) Executive officers have the right to attend and speak at meetings of the directors, subject to the control of the chair of the meeting, but do not have the right to vote.

## 16 Indemnity and insurance

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### 16.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 16 apply to Indemnified Officers.

### 16.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
  - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
  - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

### 16.3 Insurance

The company may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

### 16.4 Savings

Nothing in this rule 16:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 16 does not apply.

## 17 Auditor

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The company must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Act.

## 18 Notices

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### 18.1 Notices by the company to members

The company may give notices, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or

- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

## 18.2 Notices by the company to directors

Subject to this constitution, a notice may be given by the company to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) by electronic means or fax to such electronic address or fax number, as the director has supplied to the company for giving notices.

## 18.3 Notices by member or directors to the company

Subject to this constitution, a notice may be given by a member or director to the company by:

- (a) serving it on the company at the registered office of the company;
- (b) sending it by post in a prepaid envelope to the registered office of the company; or
- (c) by fax or electronic means to the principal fax number or the principal electronic address of the company at its registered office.

## 18.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
  - (1) in the case of a notice of a general meeting, seven days after the date of its posting; or
  - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.
- (c) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- (d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 18.4(c)), service of the notice is to be taken to be effected on the delivery to:
  - (1) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
  - (2) where the addressee is a corporation, the corporation's computer systems.
- (e) If service under rules 18.4(b), 18.4(c) and 18.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.
- (f) For the purposes of rule 18.4(e), **Business Day** means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.



## 18.5 Other communications and documents

Rules 18.1 to 18.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

## 18.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

# 19 Definitions and interpretation

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## 19.1 Definitions

The meanings of the terms used in this constitution are set out below.

| Term                           | Meaning   |
|--------------------------------|---|
| <b>ACNC Legislation</b>        | includes: <ol style="list-style-type: none"> <li>1 <i>Australian Charities and Not-for-profits Commission Act 2012</i> (Cth); and</li> <li>2 <i>Australian Charities and Not-for-profits Commission Regulation 2013</i> (Cth).</li> </ol> |
| <b>Act</b>                     | the <i>Corporations Act 2001</i> (Cth).   |
| <b>Auditor</b>                 | the auditor of the company.   |
| <b>Chair</b>                   | The person appointed to this position by the directors  |
| <b>Chief Commissioner</b>      | the person appointed to this position by the directors.   |
| <b>Commissioner</b>            | the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.   |
| <b>Deductible Contribution</b> | a contribution of money or property as described in item 7 or item 8 of the table in section 30-15 of the ITAA 97 in relation to a fundraising event held for the purpose of the company.   |
| <b>Gift</b>                    | a gift of money or property as described in item 1 of the table in section 30-15 of the ITAA 97 for the purpose of the company.   |

| <b>Term</b>                           | <b>Meaning</b>   |
|---------------------------------------|--|
| <b>Indemnified Officer</b>            | <ol style="list-style-type: none"> <li>1 each person who is or has been a director or executive officer (within the meaning of rule 15(a)) of the company; and</li> <li>2 any other officers or former officers of the company as the directors in each case decide.</li> </ol>  |
| <b>ITAA 97</b>                        | the <i>Income Tax Assessment Act 1997</i> (Cth).   |
| <b>member</b>                         | Individual Member and Organisational Member.   |
| <b>Registered Address</b>             | a member's address as notified to the company by the member and recorded in the company's records.   |
| <b>Public Responsible Person</b>      | <p>an individual who:</p> <ol style="list-style-type: none"> <li>1 performs a significant public function;</li> <li>2 is a member of a professional body having a code of ethics or rules of conduct;</li> <li>3 is officially charged with spiritual functions by a religious institution;</li> <li>4 is a director of a company whose shares are listed on the Australian Securities Exchange;</li> <li>5 has received formal recognition from government for services to the community, or</li> <li>6 is approved as a Responsible Person by the Commissioner.</li> </ol> |
| <b>Reviewer</b>                       | the reviewer of the company.   |
| <b>secretary</b>                      | the person consenting to be and appointed as secretary by the directors as required under Part 2D.4 of the Act.  |
| <b>SGGO</b>                           | State Girl Guide Organisation.   |
| <b>SGGO Members</b>                   | all fully paid up and voting members of the Organisational Members.  |
| <b>State Commissioner</b>             | the state commissioner of a State Girl Guide Organisation.   |
| <b>State Girl Guide Organisations</b> | <ol style="list-style-type: none"> <li>1 Girl Guides Association (New South Wales) T/as Girl Guides NSW, ACT &amp; NT</li> <li>2 Guides Queensland t/as Girl Guides Queensland</li> </ol>  |

| <b>Term</b>        | <b>Meaning</b>  |
|--------------------|---|
|                    | 3 Girl Guides Association of Tasmania T/as Girl Guides Tasmania   |
|                    | 4 Girl Guides South Australia Incorporated  |
|                    | 5 Girl Guides Western Australia Incorporated t/as Girl Guides Western Australia   |
|                    | 6 Girl Guides Association of Victoria t/as Girl Guides Victoria<br>any other association or amalgamation or entity approved by the directors which may replace one or more of the above entities.   |
| <b>The Law</b>     | As a Guide I will strive to:<br>Respect myself and others<br>Be considerate, honest and trustworthy<br>Be friendly to others<br>Make choices for a better world<br>Use my time and abilities wisely<br>Be thoughtful and optimistic<br>Live with courage and strength |
| <b>The Promise</b> | I promise that I will do my best<br>To be true to myself and develop my beliefs<br>To serve my community and Australia<br>And live by the Guide Law   |
| <b>WAGGGS</b>      | the World Association of Girl Guides and Girl Scouts.   |

## 19.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting and all documents and other communications from the company to its members;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (d) a reference to a person includes a reference to a legal entity and specifically includes a State Girl Guide Organisation;
- (e) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and

- (f) the singular (including defined terms) includes the plural and the plural includes the singular.

### **19.3 Headings**

Headings are used for convenience only and do not affect the interpretation of this constitution.

## **20 Application of the Act**

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### **20.1 What parts of the Act apply**

- (a) All parts of the Act apply except those which are expressly displaced under rule 19.2 or where the Act can be read subject to the constitution.
- (b) Unless the contrary intention appears:
  - (1) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
  - (2) subject to rule 20.1(b)(1), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

### **20.2 Replaceable rules displaced**

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the company.
- (b) The replaceable rules do not apply to the company except those which operate as mandatory rules for public companies under the Act.

### **20.3 Application of ACNC Legislation**

If the company is registered as a charity by the Australian Charities and Not-for-profits Commission (**ACNC**), it must comply with the ACNC Legislation.