CONSTITUTION
OF
GIRL GUIDES VICTORIA

October 2019

GIRL GUIDES VICTORIA

INTRODUCTION

The Girl Guides Association (of the United Kingdom) pursuant to and in terms of the Royal Charter granted to it, formed within the State of Victoria, a Council, known as the State Council of the Girl Guides Association of Victoria, Australia, for the purpose of carrying on, in Victoria, the business of the United Kingdom Association.

It subsequently delegated all its powers to the Victorian State Council. In 1952, the Victorian State Parliament duly passed an Act, No 5654, (the Act) incorporating the Victorian State Council as the "Girl Guides Association of Victoria", such association being autonomous and endowed with the powers of a corporation as prescribed by relevant legislation of the Victorian Parliament. On 5 December 1995 the State Council resolved that the Girl Guides Association of Victoria be known as Guides Victoria. On 5 April 2008 the State Council resolved that the Girl Guides Association of Victoria be known as Girl Guides Victoria.

The Constitution derives its authority from the Act of the Victorian Parliament, and is required to be consistent with the terms and provisions of the Act. Accordingly, the State Council is the body corporate of Girl Guides Victoria, and empowered and entitled to administer all the affairs of Girl Guides Victoria, subject to the Act.

Girl Guides Victoria is the statutory body, which provides the structure by which girls and women in Victoria pursue the principles and values of the World Association of Girl Guides and Girl Scouts. The business of Girl Guides Victoria is conducted through its office in Melbourne, Victoria, Australia.

In this document we have used the pronoun "she" as a default term to indicate our organizational philosophy about the empowerment and capabilities of women. The pronoun "she" can represent any gender except where roles require that women fill them.

MISSION STATEMENT

To empower girls and young women to grow into confident, self-respecting, responsible community members.

CONSTITUTION

AIM

Our aim is the mission statement of Girl Guides Australia Incorporated - to empower girls and young women to grow into confident, self-respecting, responsible community members.

POLICY

Girl Guides Victoria is a self-governing organisational member of Girl Guides Australia Incorporated, which, as the national body, is a full member of the World Association of Girl Guides and Girl Scouts.

Girl Guides Victoria adheres to the principles laid down in the Promise and Law.
Girl Guides Victoria is non-political in the sense that as a body it abstains from any form of party political activity.

PROMISE

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

THE GUIDE LAW

As a Guide I will strive to:

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

PROMISE BADGE

The Promise Badge of Girl Guides Victoria is the Promise Badge of Girl Guides Australia, which contains a Trefoil.

MEMBERSHIP

Membership of Girl Guides Victoria is voluntary and is granted to any female who:

- Has attained the age of five years;
- Has made the Guide Promise or who is working towards making the Guide Promise, or who accepts the principles and beliefs of Guiding; and
- Has paid an annual fee as determined by Girl Guides Victoria.

A Guide is any girl or woman who has made the Guide Promise.

Where a group exists that does not consist purely of members of Girl Guides Victoria and where an annual fee is charged to belong to this group, then membership of the group does not confer membership of Girl Guides Victoria.

Members of Girl Guides Victoria are members of the World Association of Girl Guides and Girl Scouts through Girl Guides Australia.

A youth member of Girl Guides Victoria is a female aged five to seventeen years of age inclusive who satisfies the requirements of membership listed in *Guide Lines, the policies and resources of Girl Guides Australia*.

An adult member of Girl Guides Victoria is a female aged eighteen years or over who satisfies the requirements of membership listed in *Guide Lines*. Adult members include:

- Trefoil Guild members who have made the Guide Promise or the Scout Promise or who are prepared to make the Guide Promise.

- Life Members of Girl Guides Victoria who may not pay an annual fee. Eligibility and conditions for Life Membership are determined by Girl Guides Victoria.

STATE COUNCIL	
ARTICLE 1	**GENERAL**
1.1	The State Council shall, subject to this Constitution and the Act, manage and control the affairs of Girl Guides Victoria in such areas as described by the Girl Guides Victoria Constitution, By-laws and the Memorandum of Understanding between Girl Guides Victoria and Girl Guides Australia. The members are bound by this Constitution and any Bylaws duly made under this Constitution. They accept the principles and methods as conceived by the Founder, Robert, Lord Baden-Powell of Gilwell.
ARTICLE 2	**POWERS OF THE STATE COUNCIL**
2.1	The powers of the State Council are as set out in section 3 of the Girl Guides Association Act 1952 (*Vic)*, namely purchase, take hold, sell, mortgage, lease, take on lease, exchange and dispose of real and personal property, and do and suffer all such other acts and things as bodies corporate may by law do and suffer.
2.2	The State Council shall have power in exceptional circumstances to grant Life Membership of Girl Guides Victoria in accordance with the Bylaws, to any person on whom it wishes to confer such special honour, provided that at no time shall there be more than five (5) such Life Members.
ARTICLE 3	**STATE COMMISSIONER**
3.1	There shall be a State Commissioner of Girl Guides Victoria elected by the the State Council of Girl Guides Victoria on the recommendation of the Executive Committee.
ARTICLE 4	**PRESIDENT OF STATE COUNCIL**
4.1	There shall be a State President who shall be invited by the State Council, through the State Commissioner, to hold office for a term of up to five (5) years or such other period as determined by the State Council.
4.2	There may be a Vice President, who may be invited by the State Council, through the State Commissioner, to hold office for a term of up to five (5) years.
ARTICLE 5	**MEMBERSHIP OF STATE COUNCIL**
5.1	A person is a member of the State Council if that person is an adult financial member of Girl Guides Victoria who has paid the full adult membership fee.
5.2	The following individuals are also members of State Council:

	a) State President; b) Vice President; c) Members of Executive Committee; d) such persons as are granted Life Membership under Article 2.2.
ARTICLE 6	**MEETINGS OF STATE COUNCIL**
6.1	The State Council shall meet annually and on such other occasions as its Executive Committee shall deem necessary.
6.2	The State Council shall meet annually, called the Annual General Meeting (AGM). The AGM shall be held in every calendar year as determined by the Executive Committee, provided that the period between Annual Meetings shall not exceed fifteen (15) months. Notice of the time and place of the meeting shall be sent to all members of the State Council by the Chief Executive Officer at least nineteen (19) days prior to the meeting.
6.3	The business of the Annual Meeting of the State Council shall be: d) to receive and consider the Annual Report submitted by the Executive Committee: e) to receive and consider the Statement of Financial Position and the Financial Statements submitted by the Executive Committee; f) to elect members of the Executive Committee in accordance with Articles 16 and 17; and g) such other business as has been notified to the members at least eight weeks prior to the date of the meeting.
6.4	In addition to the AGM State Council will meet at a face to face meeting at least once a year and on such other occasions as its Executive Committee shall deem necessary. Notice of the time and place of the meeting shall be sent to all members of the State Council by the Chief Executive Officer at least fourteen (14) days prior to the meeting.
6.5	An extraordinary meeting of the State Council may be called by any ten members who sign a requisition instructing the Chief Executive Officer to call a meeting. Should the Chief Executive Officer fail to call the meeting within fourteen days, such ten members may themselves convene a meeting. Notice of the time, place and object of the meeting shall be sent to each member of the State Council at least twelve (12) days prior to the meeting.

6.6	A meeting of the State Council shall be held when required to alter the Constitution, in accordance with Article 27.
6.7	The State Council may, where specifically provided for in the Constitution, pass a resolution without a meeting being held if: a) each member of State Council is sent by hardcopy or electronically a document containing the proposed resolution and any necessary information required in order for that member to make a decision in relation to the proposed resolution; b) the document referred to in Article 6.6a. specifies a date by which the votes on the proposed resolution must be cast, being a date not less than fourteen (14) days after the date the document is sent to the State Council members; c) votes are received from at least thirty (30) members of State Council entitled to vote on the proposed resolution; and d) a majority of the votes cast in relation to the proposed resolution is in favour of the resolution unless the Constitution otherwise requires.
6.8	State Council may invite persons who are not members of the body to attend meetings of State Council to contribute to and participate in the meetings as the chair may consider appropriate.
ARTICLE 7	**DUTIES OF PRESIDENT OF STATE COUNCIL**
7.1	The President shall chair meetings of the State Council, and in her absence, the Vice President if there be one or, in her absence, the Governance Chair or, in her absence, the Deputy Chair of Executive Committee.
7.2	If none of those listed in Article 7.1 above is present or willing to chair the meeting, those members of the State Council present shall elect a member to chair that meeting.
ARTICLE 8	**VOTING**
8.1	Every member of State Council has one vote, except that a person who has a declared conflict of interest cannot vote on a relevant motion.
8.2	A resolution of a meeting of State Council shall be determined by a majority of votes cast in relation to that resolution unless the Constitution otherwise requires.
8.3	Proxy votes cast in accordance with the Bylaws are accepted.

8.4	When voting for the election of members of the Executive Committee, each member, shall have one vote. In the case of a tied vote in the election, the result shall be decided by lot.
ARTICLE 9	**QUORUM**
9.1	At all meetings of the State Council the quorum shall be thirty (30) members who are in attendance, exclusive of proxy votes.
9.2	If a quorum is not present then there is no valid meeting. In this case the meeting is adjourned and reconvened at a time agreed by those present.
ARTICLE 10	**TENURE OF OFFICE**
10.1	A member of the State Council shall cease to be a member: a) if she ceases to be an adult financial member of Girl Guides Victoria of ceases to hold Life Membership; or b) . if she dies.
EXECUTIVE COMMITTEE	
ARTICLE 11	**TITLE**
11.1	There shall be an Executive Committee which shall be responsible for the entire management and control of Girl Guides Victoria.
ARTICLE 12	**GOVERNANCE CHAIR**
12.1	There shall be a Governance Chair of Girl Guides Victoria elected by the Executive Committee. The Governance Chair will be elected from among the elected members of the Executive Committee. She must be a member of Girl Guides Victoria.
12.2	The election of the Governance Chair will create a casual vacancy on the Executive Committee.
12.3	The Governance Chair shall remain a voting member of Executive Committee.
12.4	The Governance Chair shall be a member of the Finance Committee of Girl Guides Victoria.
ARTICLE 13	**APPOINTMENT OF THE NOMINEE OF GIRL GUIDES VICTORIA AS A DIRECTOR OF GIRL GUIDES AUSTRALIA INC**

13.1	A person shall be appointed by Executive Committee to be a Director of Girl Guides Australia. She must be a member of Girl Guides Victoria.
13.2	The Director will be a non-voting member of Girl Guides Victoria Executive Committee. If she is already an elected member of the Executive Committee this will create a casual vacancy on Executive Committee.
13.3	The person who holds this position will be an active and full participant in Girl Guides Victoria governance processes in order to be able to represent Victoria's experience and views at the Board of Girl Guides Australia.
13.4	The Director shall be a member of subcommittees of the Board of Girl Guides Australia as applicable.
13.5	Executive Committee may decide to appoint the same person to 2 or 3 of the positions of Governance Chair, GGA nominee and State Commissioner.
ARTICLE 14	**FUNCTIONS AND POWERS OF THE EXECUTIVE COMMITTEE**
14.1	Subject to the provisions of this Constitution the Executive Committee shall manage and regulate the affairs of Girl Guides Victoria and shall exercise all such powers including the power of delegation and do all such acts and things as may be necessary or appropriate to achieve the aims and policy of Girl Guides Victoria.
14.2	In accordance with Article 27 the Executive Committee shall have power to make such Bylaws from time to time as it may deem necessary to carry out the aim and policy of Girl Guides Victoria.
14.3	Subject to the provisions of the Act and of this Constitution the Executive Committee shall administer the funds, property, investments, bank accounts and other assets of Girl Guides Victoria.
14.4	The Executive Committee shall cause to be prepared an annual report of the work and activities of Girl Guides Victoria during the preceding year for presentation to the State Council at its Annual Meeting.
14.5	The Executive Committee shall examine the audited annual accounts submitted to it by the Finance Sub-Committee and shall present the same to the State Council for consideration and approval at its Annual Meeting.
14.6	The Executive Committee may by resolution delegate any of its powers, except the power to delegate, to a sub-committee appointed for a specific purpose. A sub-committee shall consist of one or more members of the Executive Committee and shall have power to co-opt additional members as may be

	required for the specific purpose of the sub-committee. Every sub-committee shall in the exercise of the power so delegated conform to any regulations that may from time to time be prescribed by resolution of the Executive Committee.
14.7	The Governance Chair, State Commissioner and Chief Executive Officer or their designates shall be able to attend and contribute to meetings of every Executive sub-committee as ex officio non voting members.
ARTICLE 15	**MEMBERSHIP OF EXECUTIVE COMMITTEE**
15.1	The Executive Committee shall consist of: a) Nine elected members, who shall be elected by State Council; and i) are residents of, or have substantive interests, in Victoria; ii) are of good character; and iii) subscribe to the aim and policy of Girl Guides Victoria. b) The following are ex-officio members: i) State Commissioner; ii) Governance Chair iii) Treasurer; iv) Director GGA (non-voting) v) Chief Executive Officer (non-voting); and vi) State Commissioner Elect (non-voting).
15.2	Employees of Girl Guides Victoria may not hold an elected position on the Executive Committee.
15.3	A person holding one of the following positions may not be an employee of Girl Guides Victoria: a) State Commissioner; b) Governance Chair; c) Director GGA and d) Treasurer.
15.4	State Managers may not hold an elected position on the Executive Committee.

15.5	If an elected member becomes an ex-officio member of the Executive Committee (other than the State Commissioner Elect), an employee of Girl Guides Victoria or a State Manager, then that person shall cease to be an elected member and a casual vacancy shall be deemed to have arisen.
15.6	If a non-elected member ceases to hold the office by virtue of which she is an ex-officio member of the Executive Committee, then that person shall cease to be an ex-officio member of the Executive Committee at the time that she or he ceases to hold the relevant office and will be replaced by the person who commences to hold the relevant office.
15.7	The State Commissioner may designate an Assistant State Commissioner as her nominee to attend occasional meetings if the State Commissioner is unable to attend.
ARTICLE 16	**ROTATION AND RETIREMENT**
16.1	Each elected member of the Executive Committee holds office for a term beginning on the date on which that member is elected and ending on the date of the third Annual Meeting after that member's election.
16.2	At each Annual Meeting, elected members of the Executive Committee (including any person appointed to fill a casual vacancy) who have completed their term will retire.
16.3	Where a person has served as an elected member on the Executive Committee continuously for a period of nine (9) years, that person shall retire and not be eligible for re-election or appointment to fill a casual vacancy until the Annual Meeting occurring in the third year after that person's retirement.
ARTICLE 17	NOMINATION AND ELECTION
17.1	The Governance Chair shall act as Returning Officer for the elections of members to the Executive Committee.
17.2	The nomination of any person as a potential elected member of the Executive Committee ("Nominee") shall be made on the prescribed form and signed by the Nominee, the proposer and the seconder, the latter two of whom must be members of the State Council.
17.3	Such nominations must be forwarded to the Returning Officer at least twenty-eight (28) days before the Annual Meeting at which the elections is to take place
17.4	The Returning Officer shall send the names of the nominees and the material contained on the nominees' nomination forms to every member of State Council at least nineteen (19) days before the date of the meeting.

17.5	The election of members to the Executive Committee shall be conducted electronically. Where a State Council member does not have access to electronic voting they may request a postal vote. All electronic and postal votes must be received by the Returning Officer twenty four (24) hours before the Annual Meeting. Proxy votes will not be accepted. State Council members may not vote on the day of the AGM.
17.6	State Council members may vote for up to three Nominees. Subject to Article 17.7 the three Nominees with the highest number of votes will be elected as elected members of the Executive Committee.
17.7	If the number of Nominees is equal to or less than the number of vacancies for elected members of the Executive Committee, then each Nominee must receive at least 20% of the votes cast to be elected to the Executive Committee.
ARTICLE 18	**CASUAL VACANCIES**
18.1	A casual vacancy in the membership of the Executive Committee will occur upon: a) death of a member; b) resignation of a member; c) resolution of the Executive Committee declaring vacant the seat of any member who has failed to seek leave of absence and who is absent for three (3) consecutive meetings; d) a casual vacancy being deemed to have arisen under Article 15.6; e) a casual vacancy arising under articles 12.2 or 12.3 f) removal by resolution of State Council; or g) the failure to fill any position on the Executive Committee in accordance with Article 17.
18.2	Any casual vacancy may be filled by the Executive Committee, to hold office for a term equal to the remainder of the term of the person replaced by the casual vacancy. Any person who ceases to be a member of the Executive Committee under Article18.1c above shall not be eligible for re-election or appointment to fill a casual vacancy until the Annual Meeting occurring in the third year after her or his ceasing to be a member.
ARTICLE 19	**MEETINGS OF THE EXECUTIVE COMMITTEE**

19.1	Executive Committee shall meet at such times and places as it may determine but at least six (6) times in a calendar year.
19.2	The Executive Committee may, in relation to a specific matter, resolve at a meeting of Executive Committee to pass a resolution without a meeting being held provided that: a) each member of the Executive Committee is sent by hardcopy or electronically a document containing the proposed resolution and any necessary information required in order for that member to make a decision in relation to the proposed resolution; b) the document referred to in Article 19.2a. specifies a date by which the votes on the proposed resolution must be cast being a date not less than seven (7) days after the date the document is sent to the members of Executive Committee; c) votes are received from at least one half (1/2) of the members of the Executive Committee entitled to vote on the proposed resolution; and d) a majority of the votes cast in relation to the proposed resolution is in favour of the resolution, unless the Constitution otherwise requires.
ARTICLE 20	**CHAIRING OF EXECUTIVE COMMITTEE**
20.1	The Governance Chair shall chair the meetings of the Executive Committee.
20.2	The Executive Committee will elect a Deputy Chair from among its elected members.
20.3	If neither the Governance Chair nor the Deputy Chair is present at any meeting of the Executive Committee, then those present shall elect a person to chair that meeting.
ARTICLE 21	**QUORUM**
21.1	The quorum shall be one half (1/2) of the voting members.
ARTICLE 22	**VOTING**
22.1	A resolution of a meeting of the Executive Committee shall be determined by a majority of votes. Each voting member present shall have one vote. Where not requested or indicated, a resolution may be passed by consensus. At all meetings, the person chairing shall have a deliberative vote but not a casting vote.
ARTICLE 23	**CHIEF EXECUTIVE OFFICER**

23.1	A Chief Executive Officer shall be appointed by the Executive Committee. The appointment shall be for such term and under such conditions as the Executive Committee shall determine.
23.2	The Chief Executive Officer shall cause to be kept minutes of all meetings of the Executive Committee and the State Council and shall perform such duties as may be required in accordance with this Constitution or as allocated by the Executive Committee.
23.3	During the absence of the Chief Executive Officer, the Executive Committee may appoint an Acting Chief Executive Officer. The appointment shall be for such term and under such conditions as the Executive Committee shall determine.
ARTICLE 24	**FINANCE**
24.1	a) The Treasurer shall be appointed by the State Council on the recommendation of the Executive Committee, to hold office for a term of up to three (3) years. The Treasurer may be reappointed for up to two (2) further terms of three (3) years each. This appointment may be made by State Council either at a meeting of State Council or by written resolution in accordance with Article. 6.6 b) During the absence of the Treasurer, the Executive Committee may appoint an Acting Treasurer. The appointment shall be for such term and under such conditions as the Executive Committee shall determine.
24.2	If a vacancy arises in the office of Treasurer, the Executive Committee may appoint a person to fill the vacancy until the next AGM.
24.3	The Treasurer shall cause to be kept such proper accounting records as correctly to record and explain the transactions of Girl Guides Victoria and the financial position of Girl Guides Victoria, and as will enable the preparation from time to time of true and fair accounts of Girl Guides Victoria and the auditing of such accounts.
24.4	An auditor shall be appointed by the State Council on the recommendation of the Executive Committee and such auditor shall hold office in accordance with Section 327 of the Corporations Act 2001 (Cth). This appointment may be made by State Council either at a meeting of State Council or by written resolution in accordance with Article. 6.6
24.5	The Executive Committee shall, in accordance with the Bylaws appoint a Finance Sub-Committee of not less than four (4) members, which shall be chaired by the Treasurer.

24.6	The Executive Committee shall determine from time to time the financial information to be presented to it by the Treasurer.
24.7	The State Council shall determine from time to time the financial information to be presented to it by the Treasurer.
24.8	The Finance Sub-Committee shall examine the annual accounts of Girl Guides Victoria and shall cause the same to be audited and shall submit the same to the Executive Committee.
ARTICLE 25	**SUSPENSION**
25.1	The State Commissioner may at her discretion, upon proof which she considers sufficient, suspend the appointment of any member or volunteer with Girl Guides Victoria, but such suspended person shall have the right of appeal to the Executive Committee in accordance with the Bylaws.
ARTICLE 26	**NOTICE FROM THE CHIEF EXECUTIVE OFFICER**
26.1	Any notice required to be given shall be deemed to have been received by the person to whom it is addressed one calendar week following the day upon which such notice is sent.
ARTICLE 27	**AMENDMENT OF THE CONSTITUTION AND BY-LAWS**
27.1	a) A notice of a proposed amendment to the Constitution to be considered at the Annual Meeting of State Council, or at a special meeting convened for that purpose in accordance with Article 6.5, shall be received by the Chief Executive Officer and sent to each member of State Council not less than eight weeks prior to the meeting.
	b) Any proposed amendment to this Constitution shall be considered by the Executive Committee and submitted to the State Council.
	c) A resolution to amend the Constitution shall be adopted if it is approved by two thirds (2/3) of the members of the State Council present and voting.
27.2	By-Laws which are not inconsistent with this Constitution may be made by a resolution passed by a simple majority at a meeting of the Executive Committee. Notice of any proposed Bylaws must be sent in writing to members of the Executive Committee at least fourteen (14) days before the meeting.

27.3	Any amendment of this Constitution shall be notified in writing to Girl Guides Australia Incorporated within four (4) weeks of its adoption.
ARTICLE 28	**AUTHENTICATION OF DOCUMENTS**
28.1	The Common Seal of Girl Guides Victoria shall be in the custody of the Chief Executive Officer and shall not be affixed to any documents save by the authority of the Executive Committee and completed by the signature of three members of that Committee. The sealing of the document shall be reported to the next meeting of the Executive Committee.

AMENDMENT ADOPTED by Girl Guides Victoria at a State Council meeting 12 October 2019. The full constitution to apply from the commencement of the date that the amendments are adopted.

Stamped with the common seal of the GIRL GUIDES ASSOCIATION OF VICTORIA pursuant to a resolution of the Executive Committee in the presence of:

.....
Member – Executive Committee

.....
Member – Executive Committee

.....
State Commissioner

.....
Chief Executive Officer (or nominee)

On 28/11/2019

Original Constitution adopted	3 June 1996
Amendment adopted	1 December 1997
Amendment adopted	13 July 1998
Amendment adopted	7 June 1999
Amendment adopted	20 October 2001
Amendment adopted	2 February 2003
Amendment adopted	23 October 2004
Amendment adopted	28 April 2007
Amendment adopted	1 February 2009
Amendment adopted	23 July 2011
Amendment adopted.	27 October 2012
Amendment adopted	30 May 2015
Amendment adopted	28 January 2017
Amendment adopted	3 February 2018
Amendment adopted	12 October 2019