



GIRL GUIDES
AUSTRALIA
VICTORIA

BYLAWS
OF
GIRL GUIDES VICTORIA

July 2019

INTRODUCTION

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.

ARTICLE 1	APPOINTMENT OF THE STATE COMMISSIONER
1.1	A nominee for the position of State Commissioner of Girl Guides Victoria must be a member of Girl Guides Victoria who has made the Promise. Nominations for the position of State Commissioner may be received from members of the State Council.
1.2	When the office of State Commissioner is about to become or becomes vacant, the Governance Chair shall call for nominations for this position. The nominations shall be considered by the Executive Committee which shall decide by ballot the person to be recommended to the State Council.
1.3	The State Commissioner shall be appointed by resolution of the State Council on the recommendation of the Executive Committee. She is appointed for a three year term with a review after three years and the option of a further up to two year appointment if mutually agreed. The Executive Committee or its nominated representative/s will appraise her performance annually.
1.4	If the State Council does not appoint the person recommended by the Executive Committee, all nominations shall be cancelled and the Chief Executive Officer shall call for new nominations.
1.5	In the event of the State Commissioner being unable to carry out her duties, the Executive Committee may recommend the appointment of an acting State Commissioner for the duration of the inability on such terms and conditions as the Executive Committee may consider appropriate.
1.6	If the State Commissioner is absent from the State of Victoria she may recommend an Acting State Commissioner for appointment by the Executive Committee for the duration of the absence.
1.7	When the appointment of the State Commissioner terminates for any reason the Executive Committee shall appoint an Acting State Commissioner until the process of appointment in accordance with Bylaws 1.2, 1.3 and 1.4 has been completed.

1.8	The appointment may be terminated at any time by resolution of the State Council on the recommendation of the Executive Committee or at the request of the State Commissioner.
ARTICLE 2	APPOINTMENT OF ASSISTANT STATE COMMISSIONERS
2.1	There may be up to three (3) Assistant State Commissioners who shall be selected by the State Commissioner for appointment by the Executive Committee for a three year term with a review after three years and the option of a further two year appointment if mutually agreed. These positions may be advertised.
2.2	When the appointment of the State Commissioner terminates for any reason the appointment of the Assistant State Commissioners shall terminate at the same time.
ARTICLE 3	APPOINTMENT OF THE GOVERNANCE CHAIR
3.1	A nominee for the position of Governance Chair of Girl Guides Victoria must be a member of Girl Guides Victoria and an elected member of the Executive Committee.
3.2	When the office of Governance Chair is about to become or becomes vacant, the Governance Chair shall call for nominations for this position. The nominees shall be considered by the Executive Committee which shall decide by ballot the person to be appointed.
3.3	The Governance Chair shall be appointed following a vote of the Executive Committee. She is appointed for a three year term with a review after three years and the option of a further up to two year appointment if mutually agreed. The Executive Committee or its nominated representative/s will appraise her performance annually.
3.4	If there are no nominees or no suitable nominees for the position of Governance Chair the Executive Committee shall determine how this role is to be filled.
3.5	If the Governance Chair is unable to carry out her duties for a period the Deputy Chair of Executive Committee, or another member of the Executive Committee appointed by the Executive Committee shall carry out the duties of the Governance Chair for that period.

3.6	When the appointment of the Governance Chair terminates for any reason the Deputy Chair of Executive Committee shall act in the position until the process of appointment in accordance with Bylaws 3.1, 3.2, 3.3 and 3.4 has been completed.
3.7	The appointment may be terminated at any time by resolution of the Executive Committee or at the request of the Governance Chair.
3.8	Where possible the appointment of the Governance Chair shall be part way through the term of office of the State Commissioner of Girl Guides Victoria to assist in the smooth transition to both roles.
ARTICLE 4	APPOINTMENT OF THE NOMINEE OF GIRL GUIDES VICTORIA AS A DIRECTOR OF GIRL GUIDES AUSTRALIA INCORPORATED
4.1	A nominee for the position of Director of Girl Guides Australia must be a member of Girl Guides Victoria with a strong commitment to the aim and policy of Guiding.
4.2	When the office of Director is about to become or becomes vacant, the Governance Chair shall call for nominations for this position. The nominees shall be considered by the Executive Committee which shall decide the person to be appointed.
4.3	The Director shall be appointed following a vote of the Executive Committee. She is appointed for a three year term with a review after three years and the option of a further up to two year appointment if mutually agreed. The Executive Committee or its nominated representative/s will appraise her performance annually.
4.4	If there are no nominees or no suitable nominees for the position of Director the Executive Committee shall determine how this role is to be filled.
4.5	If the Director is unable to carry out the duties for a period the GGA Chair in consultation with the Governance Chair shall decide the most appropriate way forward for that period.
4.6	The appointment may be terminated at any time by resolution of the Executive Committee or at the request of the Director or the GGA Chair.

4.7	The State Commissioner or another person approved by the Executive Committee is able to represent Girl Guides Victoria at General Meetings of Girl Guides Australia and vote on behalf of Girl Guides Victoria.
ARTICLE 5	APPOINTMENT OF STATE MANAGERS
5.1	State Managers shall be selected by the State Commissioner for appointment by the Executive Committee for a three year term with a review after three years and the option of a further up to two year appointment if mutually agreed. The Chief Executive Officer or her nominated representative/s will appraise her performance annually.
5.2	The appointment of a State Manager may be terminated at any time by resolution of the Executive Committee on the recommendation of the State Commissioner, or at the request of the State Manager.
ARTICLE 6	APPOINTMENT OF REGION MANAGERS
6.1	Region Managers shall be selected by the State Commissioner for appointment by the Executive Committee for a three year term with a review after three years and the option of a further up to two year appointment if mutually agreed. The State Commissioner or her nominated representative/s will appraise her performance annually.
6.2	The appointment of a Region Manager may be terminated at any time by resolution of the Executive Committee on the recommendation of the State Commissioner or at the request of the Region Manager.
ARTICLE 7	APPOINTMENT OF DISTRICT MANAGERS
7.1	District Managers shall be appointed by their Region Manager for a three year term with a review after three years and the option of a further up to two year appointment if mutually agreed.
7.2	The appointment of a District Manager may be terminated at any time by resolution of the Executive Committee on the recommendation of the State Commissioner or the Region Manager, or at the request of the District Manager.

ARTICLE 8	APPOINTMENT OF ASSISTANT(S) TO STATE MANAGERS AND REGION, DIVISION AND DISTRICT MANAGERS
8.1	A State Manager or Region Manager may appoint an assistant or assistants and such appointment or appointments must be notified to the State Commissioner and Chief Executive Officer in writing.
8.2	Any alterations to such appointments must also be notified in writing.
8.3	When the appointment of a State Manager or Region or District Manager terminates for any reason the appointment of that Manager's assistant or assistants shall terminate at the same time.
ARTICLE 9	DUTIES AND TERMS OF APPOINTMENT OF STATE MANAGERS, REGION, AND DISTRICT MANAGERS
9.1	The duties and terms of appointment for State Managers shall be those determined by the State Commissioner in consultation with the Management Team from time to time.
9.2	The qualifications for and duties and terms of appointment of Region and District Managers shall be those set out in the position descriptions of Girl Guides Victoria which incorporate the requirements of <i>Guide Lines (Policy, Organisation and Rules of Girl Guides Australia)</i> .
ARTICLE 10	APPOINTMENT OF LIFE MEMBERS
10.1	Life Members shall be appointed in accordance with the policy and procedures of Girl Guides Victoria.
ARTICLE 11	REGIONS
11.1	Girl Guides Victoria has ten (10) regions.
ARTICLE 12	ATTENDANCE AT EXECUTIVE COMMITTEE MEETINGS
12.1	The Executive Committee may invite persons who are not members of that Committee to attend meetings of the Committee to contribute to and participate in the meetings in such ways and for such purposes as the Committee may consider appropriate.

ARTICLE 13	SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE
13.1	The Executive Committee may appoint sub-committees and ad hoc committees for such purposes and on such terms and conditions as the Executive Committee may consider appropriate.
13.2	One of the sub-committees appointed by the Executive Committee must be a Finance Sub-Committee as required by Article 24.5 of the Constitution of Girl Guides Victoria.
13.3	The members of a sub-committee of the Executive Committee shall be appointed for a three year term with a review after three years. Members of subcommittees can be reappointed by Executive Committee for further two three year terms if mutually agreed.
13.4	Where possible all sub-committees should include at least one member who is under 30 years of age in accordance with the recommendations of the World Association of Girl Guides and Girl Scouts.
13.5	Any sub-committee or ad hoc committee appointed by the Executive Committee shall be accountable to the Executive Committee and shall report to the Executive Committee when required to do so.
13.6	All subcommittees of Executive Committee must include at least one member of Executive Committee.
13.7	It is preferable that all subcommittees are chaired by a member of the Executive Committee. If this is not the case then it is acceptable that another person can be the Chair of that committee and report through a member of the Executive Committee. The Chair may speak to the Executive Committee on request.
13.8	<p>Executive sub-committees are:</p> <ul style="list-style-type: none"> a) Policy and Procedures committee b) Girls' Experience Committee c) Adults Experience Committee d) Finance, Audit and Risk Committee e) Property Committee.

ARTICLE 14	MEMBERSHIP OF STATE MANAGEMENT TEAM
14.1	The State Management Team comprises: a) The Chief Executive Officer; b) State Managers; c) Region Managers; d) State Commissioner and her assistants; and e) Relevant staff members as designated by the Chief Executive Officer.
14.2	The State Commissioner chairs meetings of the State Management Team. The Chief Executive Officer is responsible for the overall management of Girl Guides Victoria.
ARTICLE 15	GIRL GUIDE SUPPORT GROUPS AND DISTRICT SUPPORT TEAMS
15.1	Region or District Managers may form Girl Guide Support Groups or District Support Teams.
15.2	If a Region or District Girl Guide Support Group or District Support Team is disbanded, goes into recess or otherwise ceases functioning, the assets held by this body will be dealt with in accordance with the policies of Girl Guides Victoria.
15.3	The provisions of Bylaw 15.2 shall not affect any trust to which the whole or any part of the assets of a Region or Girl Guide Support Group or Team are subject under the terms of the original gift of such assets.
15.4	Nothing in this Bylaw shall limit in any way the rights and powers conferred on the State Council by section 6 of the Girl Guides Association of Victoria Act 1952 (Vic).
ARTICLE 16	GRIEVANCE PROCEDURE
16.1	Any member who is aggrieved by any decision or action taken by any other member of Girl Guides Victoria should follow the grievance procedure and appeal process found on the Girl Guides Victoria website in Procedure GP 63.

ARTICLE 17	VOTING BY PROXY
17.1	A member of State Council who is entitled to attend and cast a vote at a meeting of the members of State Council, may appoint another member of State Council as the member's proxy to attend and vote for the member at that meeting.
17.2	Proxy votes may not be used to elect members of Executive Committee.
17.3	A Proxy Form must be received by the Chief Executive Officer at least three days before the proxy can be exercised.
17.4	Unless written confirmation revoking a proxy is received by the Chief Executive Officer before the meeting at which the proxy votes, a vote cast by the proxy will be valid. A proxy's authority to vote is suspended while the member is present at the meeting.
ARTICLE 18	CASUAL VACANCIES ON EXECUTIVE COMMITTEE
18.1	Executive Committee appoints persons to fill casual vacancies according to Constitution Article 18. The following process should occur to notify members of State Council.
18.2	The name of the person who caused the casual vacancy will be stated. The new member of Executive Committee will be named and the expiry date of their term. These will be announced on the website and in Guiding News – the fortnightly newsletter. A short biography should be included.

Adopted at Executive Committee Meeting, May 1999
 Amended at Executive Committee Meeting March 2002
 Amended at Executive Committee Meeting September 2006
 Amended at Executive Committee Meeting May 2007
 Amended at Executive Committee Meeting July 28 2011
 Amended at Executive Committee Meetings January and February 2012
 Amended at Executive Committee Meeting October 2012
 Amended at Executive Committee Meeting May 2016
 Amended at Executive Committee Meeting November 2016
 Amended at Executive Committee Meeting January 2018
 Amended at Executive Committee Meeting October 2018
 Amended at Executive Committee Meeting July 2019