



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.

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.

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.

PROMISE BADGE

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

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

GIRL GUIDES ASSOCIATION OF VICTORIA CONSTITUTION





- Live with courage and strength.

Membership in Girl Guides Victoria is voluntary.

Girl Guides Victoria is non-political in the sense that as a body it abstains from any form of party-political activity.





GIRL GUIDES ASSOCIATION OF VICTORIA CONSTITUTION

ABN 59 533 729 847

Incorporated under the *Girl Guides Association Act 1952* (VIC)

Adopted at State Council Meeting 7 February 2026





TABLE OF CONTENTS

INTRODUCTION 1

1. NAME OF THE ASSOCIATION 6

2. DEFINITIONS 6

3. INTERPRETATION 7

4. NOT-FOR-PROFIT 7

5. PURPOSE 8

6. POWERS OF THE ASSOCIATION 8

PART B – MEMBERSHIP 8

7. MEMBERSHIP 8

8. RIGHTS AND OBLIGATIONS OF MEMBERS 9

9. APPLICATION FOR MEMBERSHIP 9

10. MEMBERSHIP FEES 10

11. REGISTER OF MEMBERS 10

12. CEASING TO BE A MEMBER 10

13. SUSPENDING OR EXPELLING A MEMBER 11

PART C – STATE COUNCIL 12

14. MEMBERSHIP OF STATE COUNCIL 12

15. CALLING A STATE COUNCIL MEETING 12

16. NOTICE OF A STATE COUNCIL MEETING 13

17. BUSINESS AT A STATE COUNCIL MEETING 13

18. PROXIES AT A STATE COUNCIL MEETING 13

19. QUORUM AT A STATE COUNCIL MEETING 14

20. CHAIRPERSON OF A STATE COUNCIL MEETING 14

21. METHODS OF VOTING AT A STATE COUNCIL MEETING 15

22. DECISIONS AT A STATE COUNCIL MEETING 15

23. CANCELLATION OR POSTPONEMENT OF A STATE COUNCIL MEETING 16

24. WRITTEN RESOLUTIONS OF STATE COUNCIL 16

25. OBSERVERS 17

PART D – BOARD OF DIRECTORS 17

26. BOARD COMPOSITION 17

27. ELIGIBILITY OF DIRECTORS 17

28. APPOINTMENT OF APPOINTED DIRECTORS 18

29. TERMS OF OFFICE FOR DIRECTORS 18

30. TERM LIMITS OF ELECTED DIRECTORS 18

31. ELECTION OF ELECTED DIRECTORS 18

32. CHAIR 19

33. STATE COMMISSIONER 19

34. CHAIR OF FINANCE AND RISK COMMITTEE 20

35. CEASING TO BE A DIRECTOR 20

36. REMOVING A DIRECTOR 21

37. NO ALTERNATE DIRECTORS 21

38. POWERS OF THE BOARD 21





39.	BY-LAWS	21
40.	DUTIES OF DIRECTORS.....	22
41.	PAYMENTS TO DIRECTORS	22
42.	BOARD MEETINGS	23
43.	NOTICE OF A BOARD MEETING	23
44.	QUORUM AT A BOARD MEETING	23
45.	DECISIONS OF THE BOARD WITHOUT A BOARD MEETING.....	24
46.	VALIDITY OF ACTS OF DIRECTORS.....	24

PART E — ADMINISTRATIVE MATTERS 24

47.	GENERAL SECRETARY	24
48.	ASSOCIATION'S OFFICE	24
49.	MINUTES	24
50.	SERVICE OF NOTICES TO MEMBERS	24
51.	ACCOUNTS AND AUDIT	25
52.	MANAGEMENT OF FUNDS.....	25
53.	CUSTODY AND INSPECTION OF RECORDS	25
54.	PATRON AND GGA DIRECTOR	26
55.	COMMON SEAL	26
56.	AMENDMENT OF THE CONSTITUTION.....	26
57.	WINDING UP THE ASSOCIATION	26
58.	TRANSITIONAL ARRANGEMENTS	26





GIRL GUIDES ASSOCIATION OF VICTORIA CONSTITUTION

1. Name of the Association

- 1.1. The name of the Association is Girl Guides Association of Victoria.
- 1.2. The Association is incorporated under the *Girl Guides Association Act 1952 (Vic)*.

2. Definitions

- 2.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:
 - a) **AGM** means Annual General Meeting,
 - b) **Act** means the *Girl Guides Association Act 1952 (VIC)*,
 - c) **Board** means some or all the Directors acting as the Board of Directors and has the same meaning as *executive committee* as defined in the Act,
 - d) **By-laws** means the rules and regulations made by the Board in accordance with clause 39,
 - e) **Chief Executive Officer** means the person appointed by the Board as chief executive officer (or equivalent title) of the Association,
 - f) **Code of Conduct** means any code of conduct applicable to Members made by the Board,
 - g) **Constitution** means this constitution as amended from time to time,
 - h) **Director** means an individual appointed or elected as Director under this Constitution and has the same meaning as *executive committee member* as defined in the Act,
 - i) **Financial Member** means a Member that has paid all adult membership fees payable and due to date under clause 10,
 - j) **General Secretary** means the Chief Executive Officer appointed to undertake the role of General Secretary as defined in the Act,
 - k) **Girl Guide** means a youth participant in the organisation who has made their Guide Promise,
 - l) **Girl Guide Promise** means the statement made by all Girl Guides in Australia and forms the principle of Guiding and these principles encourage Girl Guides to develop their own values,
 - m) **Life Member** means a Member that has been conferred Life Membership by the Board and is exempt from paying the annual membership fees,
 - n) **Member** means a person whose name is entered in the register of Members as a Member of the Association,
 - o) **Special Resolution** means a resolution of State Council that is passed by at least two thirds (2/3) of the votes cast by persons present and entitled to vote on the resolution,
 - p) **State Commissioner** means the lead volunteer for the Association elected by the State Council on the recommendation of the Board,





- q) **State Council** means:
 - i. the financial Members of the Association, and
 - ii. each Director,
- r) **State Council Meeting** means a formal meeting of the members of the State Council and includes an Annual General Meeting, and
- s) **Surplus Assets** means any assets of the Association that remains after paying all debts and other liabilities of the Association, including the costs of winding up.

3. Interpretation

- 3.1. Headings are for convenience only and do not affect the interpretation of this Constitution.
- 3.2. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:
 - a) mandatory provisions of the Act override any clause in this Constitution, which is inconsistent with that Act,
 - b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations,
 - c) a reference to a clause or sub-clause is to a clause or sub-clause of this Constitution,
 - d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning,
 - e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association, or other body whether or not incorporated,
 - f) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings, or symbols in a visible or communicable form,
 - g) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples,
 - h) a gender includes all genders,
 - i) singular includes plural and vice versa.

4. Not-for-Profit

- 4.1. The assets and income of the Association must be applied solely in furtherance of the Purposes and no portion of the income or assets of the Association may be paid or transferred, directly or indirectly, to any Member.
- 4.2. Clause 4.1 does not prevent the Association from doing the following things, provided they are done in good faith:
 - a) paying a Member for goods or services they have provided to the Association at fair and reasonable rates or rates more favourable to the Association,





- b) reimbursing a Member for reasonable expenses they have properly incurred on behalf of the Association,
- c) making a payment to a Member in carrying out the Purpose, or
- d) making a payment for any other bona fide reason related to the attainment of the Purpose.

5. Purpose

- 5.1. The Purpose statement of the Association is to empower girls and young women to discover their potential as leaders of their world.
- 5.2. The Association pursues its Purpose through a range of activities and services that may include, but are not limited to:
 - a) providing inclusive, girl-led experiences that foster leadership, resilience and personal growth,
 - b) promoting values of equality, respect, belonging and lifelong learning,
 - c) creating opportunities for connection, contribution and active citizenship within local and global communities,
 - d) upholding the principles of the Girl Guiding movement and contributing to a world where all girls can thrive,
 - e) ensuring the sustainability of the Girl Guiding experience for future generations, and
 - f) doing all such things that the Association may do as are needed to further the Purpose, subject to the Act and to any other provision of this Constitution.

6. Powers of the Association

- 6.1. Subject to clause 4, the Association has the powers of a body corporate as set out in the Act, namely:
 - a) be capable in law of suing and being sued, and
 - b) subject to the Act, to purchase, take, hold, sell, mortgage, lease, take on lease, exchange and dispose of real and personal property, and
 - c) to do and suffer all such other acts and things as bodies corporate may by law do and suffer.
- 6.2. This Constitution comprises a contract between:
 - a) the Association and each Member,
 - b) the Association and each Director, and
 - c) a Member and each other Member.

PART B – MEMBERSHIP

7. Membership

- 7.1. The Members of the Association are those individuals (usually a female) aged 18 years or older that:
 - a) support the Purpose,





- b) hold a current Working With Children Check (or its equivalent),
 - c) satisfy the requirements for membership as prescribed by the Board and set out in the By-laws, and
 - d) have been admitted as Members in accordance with this Constitution.
- 7.2. The Board may provide for categories of Members (including Life Membership) on such terms and conditions as the Board determines, provided that the rights of all Members are in accordance with clause 8.1.

8. Rights and Obligations of Members

- 8.1. A Member mentioned in clause 14.1 is a member of the State Council and has the right to:
- a) receive notices of and to attend meetings of the State Council,
 - b) vote on resolutions put to State Council, and
 - c) vote in the election for Elected Directors.
- 8.2. A Member (other than a Life Member) who has not paid any membership fees payable by the due date:
- a) is not entitled to exercise their rights while the fee remains unpaid, and
 - b) will have their membership of State Council suspended while the fee remains unpaid.
- 8.3. A Member is entitled to exercise their rights if their membership rights are not suspended for any other reason.
- 8.4. Members must comply with:
- a) this Constitution,
 - b) any By-laws,
 - c) any codes or policies applicable to Members as determined by the Board.
- 8.5. To maintain membership, Members are required to comply with any continuing membership obligations or conditions as determined by the Board and specified in the By-laws.
- 8.6. A right, privilege or obligation held by reason of being a Member:
- a) is not capable of being transferred or transmitted to another person, and
 - b) terminates upon cessation of the Member's membership.
- 8.7. A Member is not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

9. Application for Membership

- 9.1. An application for membership must be in a form prescribed by the Board.
- 9.2. The Board may approve or reject an application for membership.
- 9.3. The Board may refuse any application for membership without being compelled to give the reasons for such refusal.





- 9.4. The Board may delegate the consideration and determination of any membership application.
- 9.5. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within a reasonable time.
- 9.6. The acceptance of an applicant as a Member is subject to the payment of any fees and if such payment is not made, the Board may cancel its acceptance of the applicant for membership of the Association.
- 9.7. An applicant who is admitted to membership becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

10. Membership Fees

- 10.1. The Board may set any joining fees and/or membership fees and may determine different fees for different Members.
- 10.2. The Board may in its discretion waive or vary the amount of any fee set.
- 10.3. Any fee charged to Members is payable in such manner and at such times as are determined by the Board.
- 10.4. If any fee remains unpaid for a period of three months after it becomes due, the Member's membership is terminated.
- 10.5. Membership that has been terminated under clause 10.4 may be reinstated at the discretion of the Board.

11. Register of Members

- 11.1. The Association will establish and maintain a register of Members which may be in electronic form containing:
 - a) the name of each Member and the date on which they became a Member,
 - b) the Member's address (which may be an email address), to which notices from the Association may be sent, and
 - c) any other information as determined by the Board.

12. Ceasing to be a Member

- 12.1. A Member ceases to be a Member if they:
 - a) resign in writing,
 - b) die,
 - c) have their membership terminated or are expelled under this Constitution,
 - d) are convicted of an indictable offence,
- 12.2. are no longer eligible to hold a current Working With Children Check (or its equivalent),
- 12.3. engage in confirmed serious misconduct, including a breach of the Girl Guides Australia Code of Conduct, the Commitment to Safeguarding Young People Charter, or any policy within or ancillary to the Association's Child Safeguarding Policy Suite, or the Victorian Child Safe Standards,





- e) fail to provide any information required by the Association as part of the renewal process, unless the Board resolves otherwise, or
 - f) fail to satisfy any undertaking given by the Member upon them being admitted as a Member or, unless the Board resolves otherwise, or
 - g) have their membership terminated in any other circumstances prescribed in the terms of Membership that are applicable to the Member, unless the Board resolves otherwise.
- 12.4. Any Member ceasing to be a Member is not entitled to any refund, in full or part, of any membership fees paid.
- 12.5. Upon ceasing to be a Member, the date on which the person ceased to be a Member will be recorded in the register of Members.

13. Suspending or Expelling a Member

- 13.1. The Board may take disciplinary action against a Member, who in the opinion of the Board:
- a) has failed to comply with this Constitution, any By-laws or policies of the Association,
 - b) has failed to comply with any Code of Conduct,
 - c) refuses to support the Purpose,
 - d) has acted in a manner prejudicial to the interests of the Association, or
 - e) has acted in a manner that the Board considers undesirable for continued Membership.
- 13.2. Despite clause 13.5, the Board may suspend a Member pending the outcome of any investigation involving child safety concerns or serious allegations including, but not limited to, breaches of the Girl Guides Australia Code of Conduct, the Commitment to Safeguarding Young People Charter, the Association's Child Safeguarding Policy Suite, or the Victorian Child Safe Standards.
- 13.3. The Board may delegate to a disciplinary committee or delegated person, the power to:
- a) investigate any complaints or disciplinary matters about a Member,
 - b) determine the outcomes of any investigation or disciplinary hearing, and
 - c) initiate disciplinary action or recommend to the Board what action, if any, should be taken against a Member.
- 13.4. The Board may establish By-laws to address the procedures and rules relating to the disciplining of Members and any appeals process. Any such By-laws must be followed by the disciplinary committee in exercising the power under clause 13.3.
- 13.5. Procedural fairness must be applied to any By-laws relating to the disciplining of Members and any appeals process. This includes ensuring that the Member:
- a) is informed of the grounds upon which the disciplinary action is proposed to be taken, and
 - b) has been given an opportunity to be heard in relation to the matter.





- 13.6. The disciplinary action that may be imposed against a Member may include, but are not limited to:
- a) suspension of the membership rights of the Member for a specified period, or
 - b) expulsion of the Member from the Association.

PART C – STATE COUNCIL

14. Membership of State Council

- 14.1. The following individuals are members of State Council:
- a) Financial Members of the Association,
 - b) the Life Members of the Association, and
 - c) the Directors.
- 14.2. A person who ceases to be a Member of the Association or a Director also ceases to be a member of State Council.

15. Calling a State Council Meeting

- 15.1. The Board may call a State Council Meeting whenever it thinks fit.
- 15.2. The time, place of, and the virtual meeting technology to be used, if any, at the State Council Meeting is to be determined by the Board.
- 15.3. An annual State Council Meeting (to be called the Annual General Meeting (**AGM**)) shall be held every calendar year as determined by the Board provided that the period between AGMs shall not exceed fifteen (15) months.
- 15.4. A State Council Meeting may be held at one or more venues, or wholly or partly online or virtually, using any virtual meeting technology that provides the members of State Council as a whole with a reasonable opportunity to participate, including the ability to hear and be heard.
- 15.5. A person who participates in a State Council Meeting using the virtual meeting technology prescribed by the Board is taken to be present in person at the State Council Meeting and, if the person votes at the meeting using the virtual meeting technology prescribed, is taken to have voted in person.
- 15.6. A State Council Meeting must also be convened by the Board upon the requisition of any 10 or more Members.
- 15.7. A requisition for a State Council Meeting called by Members:
- a) must state the purpose or purposes of the State Council Meeting,
 - b) must be signed by the Members making the request,
 - c) must be lodged with the Chief Executive Officer, and
 - d) may consist of several documents in a similar form, each signed by one or more of the Members making the request.
- 15.8. A requisition for a State Council Meeting called by Members:
- a) may be in electronic form, and
 - b) may include one or more signatures transmitted by electronic means.





- 15.9. If the Board fails to give notice of a State Council Meeting called by Members within 21 days after the date on which the request for the State Council Meeting is lodged, any one or more of the Members making the request may convene a State Council Meeting which must be held not later than three months after that date.
- 15.10. The Association must reimburse all reasonable expenses incurred by the Members convening a State Council Meeting under clause 15.9.
- 15.11. A State Council Meeting called by Members must be convened as nearly as is practicable in the same manner as a State Council Meeting convened by the Board.

16. Notice of a State Council Meeting

- 16.1. Notice of a State Council Meeting shall be given to all members of State Council at least 21 days prior to the meeting.
- 16.2. Notice of a State Council Meeting must include:
- the time, date, place of, and, if any, the virtual meeting technology to be used to facilitate the State Council Meeting,
 - if virtual meeting technology is to be used to hold the State Council Meeting, sufficient information to allow the members to participate in the State Council Meeting by means of the virtual meeting technology,
 - a statement that members may appoint a proxy, and
 - if applicable, that a Special Resolution is to be proposed at the State Council Meeting and the words of the proposed Special Resolution.
- 16.3. The accidental failure to give notice of any State Council Meeting to, or the non-receipt of notice of a State Council Meeting by any individual/s entitled to receive notice will not invalidate the proceedings at or any resolution passed at the State Council Meeting.
- 16.4. A person's attendance at a State Council Meeting waives any objection that the person may have regarding a failure to give notice, or the giving of defective notice, of the State Council Meeting.

17. Business at a State Council Meeting

- 17.1. Subject to clause 17.2, no business other than that specified in the notice convening a State Council Meeting is to be transacted at the State Council Meeting.
- 17.2. The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
- the consideration of the annual financial report, the Board report and the auditor's report,
 - the election or announcement of Directors, and
 - the appointment of the auditor.

18. Proxies at a State Council Meeting

- 18.1. A member of State Council is entitled to appoint a proxy by notice given to the Association at the address stated in the notice of State Council Meeting (which may





be an electronic address) at least 72 hours before the time of the State Council Meeting in respect of which the proxy is appointed.

- 18.2. The Board may prescribe a form of proxy however a proxy will be valid provided the instrument purporting to appoint a proxy:
 - a) is in writing,
 - b) contains the member's name and address, the Association's name and the proxy holder's name,
 - c) contains the details of the meeting at which the appointment may be used, and
 - d) contains the details as to how the proxy holder is to vote on the matters before the State Council Meeting.
- 18.3. In the event of a Member not nominating a particular person as proxy holder on the proxy form, the proxy is to be exercised by the chairperson of the State Council Meeting, provided however, that no person other than the chairperson may hold more than two proxies.
- 18.4. Unless the Association receives written notice before the start or resumption of a State Council Meeting at which a proxy holder votes, a vote cast by the proxy holder is valid even if, before the proxy holder votes, the appointing Member revokes the proxy holder's appointment.
- 18.5. A proxy holder must be a member of State Council.
- 18.6. A proxy holder does not have the authority to speak and vote for a member of State Council at a State Council Meeting while the member is at the State Council Meeting.

19. Quorum at a State Council Meeting

- 19.1. A quorum for a State Council Meeting is the number of members of State Council present and entitled to vote, whether in person or by proxy, that is equal to the maximum number of Directors that can be in office, (no less than 12) as specified in clause 26.1.
- 19.2. No business may be conducted at a State Council Meeting if a quorum is not present.
- 19.3. If a quorum is not present within 30 minutes after the time appointed for a State Council Meeting:
 - a) if convened by or on the requisition of Members, the State Council Meeting is dissolved, and
 - b) in any other case, the State Council Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the State Council Meeting.
- 19.4. If at the adjourned State Council Meeting a quorum is not present within 30 minutes from the time appointed for the State Council Meeting, the State Council Meeting will lapse.

20. Chairperson of a State Council Meeting

- 20.1. The Chair will preside as chairperson of each State Council Meeting.





- 20.2. If there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the commencement of the State Council Meeting, or the Chair is unable or unwilling to act as chairperson of the State Council Meeting or of part of the State Council Meeting, then the following persons will preside as chairperson of the State Council Meeting in the order of precedence:
- a) any other Director present who has been appointed as chairperson by the other Directors present, or
 - b) a Member present chosen by a majority of the Members present.
- 20.3. The chairperson of a State Council Meeting is responsible for the conduct of the State Council Meeting and any question arising at a State Council Meeting relating to the order of business, procedure or conduct of the State Council Meeting must be referred to the chairperson whose decision is final.
- 20.4. The chairperson of a State Council Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the State Council Meeting:
- a) impose a limit on the time that any person may speak on a motion or other item of business, question, motion, or resolution being considered by the State Council Meeting,
 - b) terminate debate or discussion at the State Council Meeting, and
 - c) adopt any procedures for casting or recording votes at the State Council Meeting whether on a show of hands or a poll.
- 20.5. The chairperson of a State Council Meeting may at any time during a State Council Meeting, adjourn the State Council Meeting from time to time and from place to place, but no business may be transacted at any adjourned State Council Meeting other than the business left unfinished at the State Council Meeting from which the adjournment took place.
- 20.6. When a State Council Meeting is adjourned for 30 days or more, notice of the adjourned State Council Meeting must be given as in the case of an original State Council Meeting.

21. Methods of Voting at a State Council Meeting

- 21.1. A Member is not entitled to vote at a State Council Meeting unless all fees due and payable by the Member to the Association have been paid.
- 21.2. Upon any motion arising at a State Council Meeting, a member of State Council entitled to vote has one vote.
- 21.3. Votes must be given in person or by proxy.
- 21.4. An objection to the qualification of a person to vote at a State Council Meeting:
- a) must be raised before or at the State Council Meeting at which the vote objected to is given or tendered, and
 - b) must be referred to the chairperson of the State Council Meeting whose decision on the qualification to vote is final.

22. Decisions at a State Council Meeting





- 22.1. Motions arising at a State Council Meeting are to be decided by ordinary resolution unless otherwise required by this Constitution or the Act.
- 22.2. An ordinary resolution is a resolution passed by a simple majority of the votes cast.
- 22.3. In the case of an equality of votes upon any proposed resolution, the chairperson of the State Council Meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 22.4. A resolution put to the vote of a State Council Meeting must be decided on a show of hands unless a poll is demanded in accordance with this Constitution. On a show of hands, the declaration by the chairperson of the State Council Meeting is conclusive evidence of the result.
- 22.5. A poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:
 - a) the chairperson of the State Council Meeting,
 - b) at least five members of State Council entitled to vote on the resolution present in person at the State Council Meeting, or
 - c) members of State Council with at least 5% of the votes that may be cast on the resolution on a poll present in person at the State Council Meeting.
- 22.6. Neither the chairperson of the State Council Meeting nor the minutes of the State Council Meeting need to state the number or proportion of the votes recorded in favour or against.
- 22.7. The demand for a poll at a State Council Meeting may be withdrawn.
- 22.8. A demand for a poll at a State Council Meeting does not prevent the continuation of a State Council Meeting for the transaction of any business other than the question on which the poll has been demanded.
- 22.9. A poll demanded at a State Council Meeting must be taken when and in the manner the chairperson of the State Council Meeting directs including in relation to how votes of Members attending by technology are to be collected.
- 22.10. A poll on the election of a chairperson of a State Council Meeting or on the question of an adjournment of a State Council Meeting must be taken immediately.

23. Cancellation or Postponement of a State Council Meeting

- 23.1. The Board may cancel, postpone, or change the venue of a State Council Meeting at any time prior to the meeting except in the case of a State Council Meeting called upon by the requisition of Members.
- 23.2. The Board must give notice of the postponement, cancellation or change of venue of a State Council Meeting to all persons entitled to receive notices of a State Council Meeting.

24. Written Resolutions of State Council

- 24.1. The State Council may pass a resolution without a meeting being held if:
 - a) the Board has approved the proposed resolution to be put to State Council members,





- b) 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,
- c) the document referred to in clause 24.1b) specifies a date by which the votes on the proposed resolution must be cast, being a date not less than twenty-one (21) days after the date the document is sent to the State Council members,
- d) votes are received from at least thirty (30) members of State Council entitled to vote on the proposed resolution, and
- e) a majority of the votes cast in relation to the proposed resolution is in favour of the resolution unless the Constitution otherwise requires.

25. Observers

- 25.1. The Board may invite observers and guests to attend State Council Meetings, with such persons to participate in the meetings as the chairperson of the State Council Meeting may consider appropriate.

PART D – BOARD OF DIRECTORS

26. Board Composition

- 26.1. The Board will comprise the following Directors:
- a) nine Elected Directors elected by State Council,
 - b) the following ex-officio Directors:
 - i. State Commissioner,
 - ii. Chair, and
 - iii. Chair of Finance and Risk Committee, and
 - c) Up to one Appointed Director appointed by the Board.
- 26.2. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to fewer than three Directors, in which case the continuing Directors may act only:
- a) to appoint Directors for the purpose of increasing the number of Directors to three or higher,
 - b) to convene a State Council Meeting, or
 - c) in an emergency.

27. Eligibility of Directors

- 27.1. A person is eligible for election or appointment as a Director if they:
- a) are over the age of 18 years,
 - b) provide their signed consent to act as a Director,
 - c) are not ineligible to be a Director under law, including under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) or the *Corporations Act 2001* (Cth), and
 - d) are not an employee of the Association.
- 27.2. An Elected Director or Appointed Director must:





- a) be a resident of, or have substantive interests, in Victoria,
- b) be of good character, and
- c) subscribe to the Purpose, aims and policies of the Association.

27.3. A person who ceases to be a Director by effect of clause 35.1.h) shall not be eligible for re-election or appointment as a Director until the AGM occurring in the third year after vacating office.

28. Appointment of Appointed Directors

28.1. The Board may appoint up to one Appointed Director.

28.2. An Appointed Director may be but does not need to be a Member.

28.3. An Appointed Director shall have the experience, perspectives, capabilities, or skills which the Board considers desirable.

29. Terms of Office for Directors

29.1. A term of an Elected Director is three years from the close of the AGM at which their election is declared or announced until the end of the third following AGM, and may, if eligible, be re-nominated for election as an Elected Director.

29.2. If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible individual to fill the vacancy until the expiration of the remainder of the predecessor's term.

29.3. An Appointed Director is to serve a term of up to three years as determined by the Board and may, if eligible, be reappointed as Appointed Director at the discretion of the Board.

29.4. If a casual vacancy in the position of an Appointed Director occurs, the Board may appoint a new Appointed Director for a term of up to three years as determined by the Board.

30. Term Limits of Elected Directors

30.1. The maximum continuous period that an Elected Director may serve as an Elected Director (**Maximum Continuous Period**) is three (3) consecutive terms or nine (9) consecutive years.

30.2. A person who has held office as an Elected Director for the Maximum Continuous Period is not eligible for re-election or reappointment until the AGM occurring in the third year after their retirement.

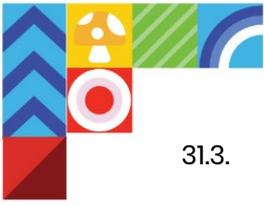
30.3. The Maximum Continuous Period does not include any period of a Director's appointment to fill a casual vacancy of an Elected Director under clause 29.2.

31. Election of Elected Directors

31.1. The nomination of any person as a potential Elected Director ("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.

31.2. Such nominations must be forwarded to the Returning Officer at least twenty-eight (28) days before the AGM.





- 31.3. 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 twenty-one (21) days before the date of the AGM.
- 31.4. The election of Elected Directors 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 AGM. Proxy votes will not be accepted. State Council members may not vote on the day of the AGM.
- 31.5. State Council members may vote for up to three Nominees. Subject to Article 31.6 the three (3) Nominees with the highest number of votes will be elected as Elected Directors. In the case of a tied vote in the election, the result shall be decided by lot.
- 31.6. If the number of Nominees is equal to or less than the number of vacancies for Elected Directors, then each Nominee must receive at least 20% of the votes cast to be elected as Elected Directors.
- 31.7. Any unfilled positions for election as Elected Directors are to be deemed casual vacancies.
- 31.8. Results of an election of Elected Directors are to be announced at the AGM.

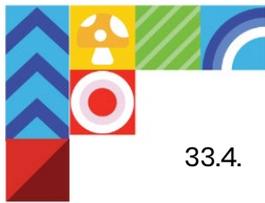
32. Chair

- 32.1. The Board will elect the Chair from among the Directors.
- 32.2. The Chair must be a Member of the Association at the time they take office.
- 32.3. The person elected as Chair by the Board will vacate office as a Director and a casual vacancy is created in the position of Director.
- 32.4. The process for electing the Chair and the term of office for the Chair will be determined by the Board and prescribed in the By-laws.

33. State Commissioner

- 33.1. A nominee for the position of State Commissioner must be a Member of the Association who has made the Girl Guide Promise. Nominations for the position of State Commissioner may be received:
 - a) from members of the State Council, or
 - b) a member of the Association may self-nominate.
- 33.2. When the office of State Commissioner is about to become or becomes vacant, the Chair shall call for nominations for this position. The nominations shall be considered by the Board which shall decide by ballot the person to be recommended to the State Council for appointment as State Commissioner by resolution of State Council passed at a State Council Meeting or by written resolution of State Council.
- 33.3. The State Commissioner is appointed for a three (3) year term commencing from the date as determined by the Board. If agreed by the Board, the State Commissioner may re-appointed by State Council for a second term of two (2) years. Following the conclusion of the second term, the person is not eligible for re-appointment as State Commissioner until after a period of three (3) years from the date that the person last held office as State Commissioner.





- 33.4. If the State Council does not appoint the person recommended by the Board, all nominations shall be cancelled and the Chair shall call for new nominations.
- 33.5. The appointment of State Commissioner may be terminated at any time by resolution of the State Council or by resolution of the Board.
- 33.6. The State Commissioner shall cease to hold office if they cease to be a Member of the Association.
- 33.7. The State Commissioner may resign from her position by written notice to the Chair.

34. Chair of Finance and Risk Committee

- 34.1. The Chair of Finance and Risk Committee will be appointed by resolution of State Council either at a State Council Meeting or by written resolution of State Council.
- 34.2. Only a candidate proposed by the Board may be appointed by State Council as Chair of Finance and Risk Committee.
- 34.3. The Chair of Finance and Risk Committee shall be appointed for a period of three (3) years from the date of the State Council resolution, and may be reappointed for up to two (2) further terms of three (3) years each.
- 34.4. If a casual vacancy in the position of the Chair of Finance and Risk Committee occurs, the Board may appoint an individual to fill the vacancy until the next AGM or until a new Chair of Finance and Risk Committee is appointed in accordance with clause 34.1 (whichever is earlier).

35. Ceasing to be a Director

- 35.1. In addition to any other way a Director vacates office under the Act or this Constitution, a Director ceases to be a Director if they:
 - a) resign by written notice to the Chair or the Chief Executive Officer,
 - b) are subject to any of the circumstances prescribed by the law resulting in the ending or vacating of the position of Director,
 - c) are a Member and cease to be a Member, have their membership suspended, or they are expelled pursuant to clause 13.
 - d) become a person whose estate or person is liable to be dealt with under the law relating to mental health,
 - e) die,
 - f) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Act, the Board resolves otherwise,
 - g) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the position of Director,
 - h) are absent from three (3) consecutive Board meetings without leave of absence approved by the Board,
 - i) fail to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise,
 - j) are removed from the position of Director by the Members,





- k) become a paid employee of the Association, or
- l) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Association or other Members or their employees.

36. Removing a Director

- 36.1. The Adult Members may by ordinary resolution at a State Council Meeting remove a Director from their position as Director before the expiration of the Director's term of office.
- 36.2. If a Director to whom a proposed resolution for removal relates makes representations in writing, not exceeding a reasonable length, and requests that the representations be notified to the Members, the Board must:
- a) make a copy of the representations available to each Member or,
 - b) if they are not so sent, the Director is entitled to require that the representations be read out at the State Council Meeting at which the proposed resolution for removal is to be considered.

37. No Alternate Directors

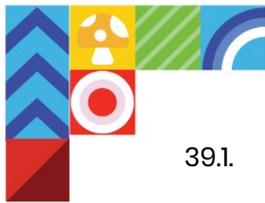
- 37.1. Directors are not entitled to appoint alternate directors.

38. Powers of the Board

- 38.1. The powers of the Board are, subject to the Act and this Constitution, to:
- a) control and manage the affairs of the Association,
 - b) exercise all the functions as may be exercised by the Association other than those functions that are required by this Constitution or the Act to be exercised by the State Council, and
 - c) perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- 38.2. The Board may delegate any of its powers to:
- a) a committee,
 - b) a Director,
 - c) an employee of the Association, or
 - d) any other person,
- and may revoke that delegation.
- 38.3. The delegate must exercise the powers delegated in accordance with any directions, terms, and conditions as set by the Board.
- 38.4. For clarity, the responsibilities and duties of the Directors under clause 40 cannot be delegated.

39. By-Laws





- 39.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Association.
- 39.2. Any By-laws:
 - a) must be consistent with the provisions in this Constitution, and
 - b) when in force, are binding on all Members and Directors.
- 39.3. Any material amendments to the By-laws will be notified to Members using the means and method deemed suitable by the Board.

40. Duties of Directors

- 40.1. The Directors must comply with their duties as Directors under legislation and common law which includes the duty:
 - a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Association,
 - b) to act in good faith in the best interests of the Association and to further the Purpose of the Association,
 - c) not to misuse their position as a Director,
 - d) not to misuse information they gain in their role as a Director,
 - e) to maintain the confidentiality of information received in their role as a Director,
 - f) to act in the best interests of the Association,
 - g) to disclose any material personal interest in a matter that relates to the affairs of the Association,
 - h) to disclose any conflict of interest which may prevent them from properly fulfilling their duties as a Director,
 - i) to ensure that the financial affairs of the Association are managed responsibly, and
 - j) not to allow the Association to trade while it is insolvent.
- 40.2. The Board may make By-laws or adopt a policy consistent with the Act dealing with the disclosure and management of Directors' conflicts of interest.

41. Payments to Directors

- 41.1. Subject to the By-laws, Directors are entitled to:
 - a) be reimbursed for reasonable expenses properly incurred by the Director in connection with the affairs of the Association, and
 - b) be paid for any work they do for the Association, other than as a Director, if the amount is no more than a reasonable fee for the work done.
- 41.2. Directors are not entitled to be paid fees for being a Director, subject to the following:
 - a) the Chair may be paid in their capacity as Chair from time to time,
 - b) the State Commissioner may be paid in their capacity as a State Commissioner.
- 41.3. Any payment made to Directors, including fees, must be:





- a) reasonable taking into account the Association's financial capacity,
- b) in alignment with the Purpose in clause 5,
- c) approved by the Board, and
- d) recorded in accordance with the relevant By-laws and policies.

42. Board Meetings

- 42.1. The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings as it thinks fit.
- 42.2. The Chair alone, or any two Directors, may convene a Board meeting.
- 42.3. At a Board meeting:
 - a) the Chair is to preside as chairperson, or
 - b) if the Chair is absent or unwilling to act, one of the remaining Directors may be chosen by the Directors present at the Board meeting to preside as chairperson.
- 42.4. Questions arising at any Board meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.
- 42.5. Directors are to have one vote on any question at a Board meeting.
- 42.6. Directors may not assign proxies at a Board meeting.
- 42.7. In the event of an equality of votes on any question at a Board meeting, the chairperson of the Board meeting does not have a casting vote and the motion is not passed.
- 42.8. A Board meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.
- 42.9. A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.
- 42.10. The Board may invite third parties to attend a Board meeting as observers.

43. Notice of a Board Meeting

- 43.1. Subject to clause 43.3, notice of a Board meeting must be given to each Director at least seven days or such other period as may be unanimously agreed upon by the Directors before the time appointed for the holding of the Board meeting.
- 43.2. Notice of a Board meeting must be given by such means as agreed by the Directors.
- 43.3. In cases of urgency, a Board meeting can be held without the usual notice provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 43.4. Non receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the Board meeting.

44. Quorum at a Board Meeting

- 44.1. To transact business at a Board meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board meeting.
- 44.2. The quorum for a Board meeting is a majority of the Directors currently in office.





45. Decisions of the Board without a Board Meeting

- 45.1. The Board may pass a Board resolution without a Board meeting being held. The passing of such resolutions:
- a) requires a majority of Directors in office to vote on the resolution within the prescribed time,
 - b) a majority of the vote cast must assent to the resolution,
 - c) may be through the use of technology, and
 - d) must comply with any policies and procedures regarding the passing of Board resolutions as determined by the Board.

46. Validity of Acts of Directors

- 46.1. All acts done at any Board meeting or by any individual acting as a Director are valid even if it is later discovered that there was a defect in the appointment of a person as a Director or the person not being entitled to vote.

PART E — ADMINISTRATIVE MATTERS

47. General Secretary

- 47.1. For the purposes of the Act, the Chief Executive Officer will be the General Secretary, unless the Board determines otherwise.

48. Association's Office

- 48.1. The registered address of the Association is to be such place as determined by the Board.

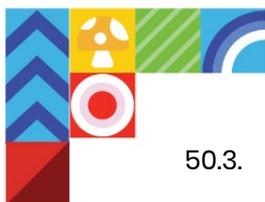
49. Minutes

- 49.1. The Association must keep minutes of:
- a) proceedings and resolutions of State Council Meetings,
 - b) resolutions of State Council without a meeting,
 - c) proceedings and resolutions of Board meetings,
 - d) proceedings of committee meetings, and
 - e) resolutions passed by the Board without a meeting.

50. Service of Notices to Members

- 50.1. A notice may be given by the Association to a Member by:
- a) serving it on the Member personally,
 - b) sending it by post to the Member's address as shown in the register of Members,
 - c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Association or to an address which the Member has contacted the Association in the past, or
 - d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.
- 50.2. Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted. For clarity, the calculation of the entire notice period commences from the date that service of notice is effected.





- 50.3. Where a notice is sent by email or by other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

51. Accounts and Audit

- 51.1. The Association must make and keep written financial records that:
- a) correctly record and explain its transactions and financial position and performance, and
 - b) enable true and fair financial statements to be prepared and to be audited if required.
- 51.2. An auditor shall be appointed by the State Council on the recommendation of the Board and such auditor shall hold office until death, resignation or removal from office by State Council. The appointment of the auditor may be made by State Council either at a State Council Meeting or by written resolution in accordance with clause 24.
- 51.3. The Board may propose a resolution to the State Council for the removal of an auditor.
- 51.4. If a vacancy occurs in the office of auditor (other than a vacancy caused by the removal of an auditor from office), then the Board may appoint an auditor to fill the vacancy until the next AGM at which time the State Council may ratify the auditor's appointment or appoint a new auditor on the recommendation of the Board.

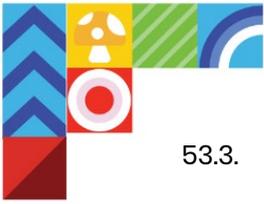
52. Management of Funds

- 52.1. Subject to the Act, the Board has the management and control of the funds and other property of the Association.
- 52.2. The funds of the Association are to be managed and used in pursuance of the Purpose in such manner as the Board determines.
- 52.3. The Board shall establish a Finance and Risk Committee comprising not less than four (4) members, one of whom will be the Chair of the Finance and Risk Committee as appointed by State Council. The other members of the Finance and Risk Committee will be appointed by the Board.
- 52.4. The Finance and Risk Committee will have such powers and duties as prescribed by the Board and set out in the Committee's Terms of Reference.

53. Custody and Inspection of Records

- 53.1. The Board must keep in their custody or under their control all records, books and other documents relating to the Association.
- 53.2. A Member is entitled to request a copy of the following documents free of charge:
- a) the Constitution,
 - b) the By-laws, and
 - c) the minutes of a State Council Meeting, including financial statements submitted at the State Council Meeting.





53.3. A Member other than a Director does not have the right to inspect minutes of Board meetings, any other books, records, or documents of the Association except as provided by clause 53.2 or as authorised by the Board.

54. Patron and GGA Director

54.1. The Board will appoint a Member of the Association to be a Director on the board of Girl Guides Australia (ACN 070 581 770) (GGA). The GGA Director may attend Board meetings as an observer at the invitation of the Board.

54.2. The Board may from time to time appoint a Patron to promote the Association and the Purpose throughout the community.

55. Common Seal

55.1. The Common Seal of the Association shall be in the custody of the Chief Executive Officer and shall not be affixed to any documents save by the authority of the Board and completed by the signature of three Directors. The sealing of the document shall be reported to the next Board meeting.

56. Amendment of the Constitution

56.1. The Association may modify or repeal this Constitution, or a provision of this Constitution, by State Council passing a Special Resolution at a State Council Meeting.

57. Winding Up the Association

57.1. Voluntary dissolution of the Association may only be achieved by a Special Resolution of State Council and following the requirements of the Act.

57.2. If the Association is wound up, any Surplus Assets must not be distributed to a Member or a former Member.

57.3. Subject to the Act, any other applicable laws, and any court order, any Surplus Assets that remain after the Association is wound up must be distributed to one or more charities:

- a) with purposes similar to, or inclusive of, the Purpose, and
- b) which prohibits the distribution of any income or assets to its members to at least the same extent as the Association.

57.4. The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of State Council at or before the time of winding up.

57.5. If the State Council does not make this decision, the Association may apply to the Supreme Court in Victoria to make this decision.

58. Transitional Arrangements

58.1. Transition – Membership

- a) Any Life Member and Adult Member on the register of Members at the time of adoption of this Constitution with voting rights will continue as a Member until they otherwise cease membership under this Constitution.

58.2. Transition – Board of Directors

- a) Upon adoption of this Constitution:





- i. The elected executive committee members in office will continue as Elected Directors and may serve out the remainder of their terms pursuant to the constitution that this Constitution replaces, and if eligible may be nominated to stand for re-election.
 - ii. The State Commissioner will continue in office and may serve out the remainder of their term pursuant to the constitution that this Constitution replaces, and if eligible may be nominated to stand for re-election as State Commissioner.
 - iii. The Governance Chair will become Chair.
 - iv. The Treasurer will become the Chair of Finance and Risk Committee.
 - v. The positions of President and Vice President will cease.
- b) Any time served as an elected executive committee member immediately prior to the adoption of this Constitution will be taken into account in determining the Maximum Continuous Period as an Elected Director under clause 30.
- 58.3. Transition - Committees
- a) Any committee established under the constitution that this Constitution replaces will continue until otherwise dissolved or ceased by the Board.

END OF CONSTITUTION

