



GIRL GUIDES

A U S T R A L I A

S O U T H A U S T R A L I A

**The CONSTITUTION of
Girl Guides South Australia Incorporated.**

This Constitution was accepted at the Annual General Meeting of
Girl Guides South Australia Incorporated
held on **25 May 2012.**

The CONSTITUTION of Girl Guides South Australia Incorporated

HISTORY

- **14 December 1922** The Girl Guides Association was established in Great Britain by Royal Charter.
- **8 March 1950** A constitution delegating certain powers to The Girl Guides Association (South Australia) was approved by The Girl Guides Association.
- **18 May 1950** The constitution was adopted by the State Council of The Girl Guides Association (South Australia).
- **29 May 1950** The Girl Guides Association (South Australia) was incorporated under the Associations Incorporation Act 1929-1935.
- **4 October 1957** The Girl Guides Association (South Australia) Incorporated became a member of The Girl Guides Association of Australia.
- **14 January 1960** The Girl Guides Association ratified a new constitution granting independence to The Girl Guides Association (South Australia) Incorporated.
- **24 September 1992** The Girl Guides Association (South Australia) Inc. ratified a new constitution.
- **1 July 1996** The Girl Guides Association of Australia changed its name to become Guides Australia Incorporated.
- **18 October 1996** The Girl Guides Association (South Australia) Incorporated ratified a name change to become Guides South Australia Incorporated.
- Subsequent amendments to this constitution were accepted on:
20 October 1994, 20 October 1995, 18 October 1996, 22 October 1999, 11 May 2001, 2 May 2003, 21 May 2004, 26 July 2004, 4 May 2007,
- **1 November 2007** Guides Australia Incorporated changed its name to become Girl Guides Australia Incorporated "Girl Guides Australia".
- **01 February 2008** Guides South Australia Incorporated changed its name to Girl Guides South Australia Incorporated.
- Subsequent amendments to this constitution were accepted on:
28 May 2010 and 25 May 2012.

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1. NAME

The name of the Association is Girl Guides South Australia Incorporated.

2. PLACE OF BUSINESS

The business of Girl Guides South Australia Incorporated is conducted through its office in Adelaide, South Australia.

3. OBJECTS AND PURPOSE

MISSION

The Association adopts the mission of Girl Guides Australia as amended from time to time and which, at time of approval of this Constitution, is “to enable girls and young women to grow into confident, self-respecting, responsible community members”.

PROMISE & LAW

The Association adopts the Promise and Law of Girl Guides Australia as amended from time to time.

AIM

The Association is part of a world-wide voluntary organisation which promotes and encourages the development of girls and women as responsible community members through a program of activities and service and a commitment to the Guide Promise.

BASIC PRINCIPLES

- The Association is a non-profit organisation which applies its profits solely for the objects and purpose of the Association.
- The Association is a self-governing member of Girl Guides Australia which as the National body is a full member of the World Association of Girl Guides and Girl Scouts.
- The Association is independent of any political party.
- The religious beliefs of all members are respected.
- The Program is based on the moral and spiritual values as promoted by the Founder, Lord Baden-Powell of Gilwell, and reflected in the Promise and Law.

RELATIONSHIP WITH GIRL GUIDES ASSOCIATION

- The Association is an organisational member of Girl Guides Australia.
- The relationship between Girl Guides Australia and the Association shall be managed through a Memorandum of Understanding.

BADGE

The promise badge of the Association is the Promise badge of Girl Guides Australia and contains a Trefoil.

4. JURISDICTION

Subject to any agreement, which may be entered into with the Association or any adjoining state, this constitution applies within South Australia.

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5. INTERPRETATION

5.1. In this Constitution:

- 5.1.1. words importing the singular include the plural and vice versa;
- 5.1.2. a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- 5.1.3. a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- 5.1.4. "the Act" means the Associations Incorporation Act 1985
- 5.1.5. "adult member" means a member of the Association who has attained the age of 18 years;
- 5.1.6. "the Association" means Girl Guides South Australia Incorporated;
- 5.1.7. "the Board" means the Board of the Association established pursuant to clause 8 of this constitution;
- 5.1.8. "financial year" means the year beginning on 1 January in any year and ending on 31 December in that year;
- 5.1.9. "Guide Lines" means the publication of that name containing the policy, organisation and rules of Girl Guides Australia;
- 5.1.10. "special resolution" means:
 - i. in relation to a resolution of the Board, a resolution passed by at least two thirds of the Board at a special meeting of the Board provided that at least 48 hours written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Board;
 - ii. in relation to a resolution of a general meeting of members, a resolution passed by at least three quarters of such adult members of the Association as, being entitled to do so, vote in person or by proxy or by post at a duly convened general meeting of members of the Association provided that at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members;
- 5.1.11. "the State Commissioner" means the person holding for the time being the office of State Commissioner of the Association;
- 5.1.12. "the State Treasurer" means the person holding for the time being the office of the State Treasurer of the Association; and
- 5.1.13. "Girl Guides Australia" means Girl Guides Australia a company limited by guarantee.
- 5.1.14. "Training Manager" means the person appointed as the Training Manager by the State Commissioner for the purpose of overseeing the training and development of adult members.
- 5.1.15. "Program Manager" means the person appointed as the Program Manager by the State Commissioner for the purpose of overseeing the program provided by the Association to its youth members.
- 5.1.16. "Meetings" means Annual General Meetings and any other General Meeting called pursuant to 7.2
- 5.1.17. "State Manager" means the person employed as the State Manager by the Association for the purposes of managing the business of the Association.

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6. MEMBERSHIP

- 6.1. Membership of the Association is voluntary and open to girls and women without discrimination.
- 6.2. A member is any girl or woman who:
 - i. has attained her fifth birthday, and
 - ii. has made the Promise, or is working towards making the Promise; or accepts the principles and beliefs of Guiding, and
 - iii. has paid an annual membership fee for the current membership period.
- 6.3. The annual membership fee shall be at the rate set from time to time by the Board.
- 6.4. The Association retains the right to accept or reject an application for membership without explanation. Any fees paid with the application will be fully refunded in the event of rejection.
- 6.5. The Board has the power to terminate the membership of any person.

7. MEETINGS OF THE ADULT MEMBERS OF THE ASSOCIATION

- 7.1. Definition:
 - 7.1.1. An Annual General Meeting of all adult members must be held within five months after each financial year of the Association.
 - 7.1.2. A General Meeting may be called in accordance with clause 7.2
- 7.2. A General Meeting will be called:
 - i. by resolution of the Board;
 - ii. upon a written request to do so being received by the State Commissioner from at least 10 adult members of the Association stating the purpose of the Meeting.
- 7.3. An Annual General Meeting and a General Meeting of adult members of the Association will be convened by giving not less than 21 days written notice of the Meeting to all adult members of the Association.
- 7.4. Notice of All Meetings must state:
 - 7.4.1. the date, time and place of the Meeting, and
 - 7.4.2. the purpose of the Meeting.
- 7.5. The quorum for any Meeting shall be thirty adult members attending in person.
- 7.6. The State Commissioner or, in her absence the Assistant State Commissioner who sits on the Board, shall be the chairperson of any Meeting. If neither of these persons are present or are willing to act, either at or before the Meeting the State Commissioner may appoint in writing a Board Member to preside as chairperson.
- 7.7. Each adult member of the Association shall have one vote on any election or motion before any Meeting.
- 7.8. In the case of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 7.9. Voting on an election or special resolution at any Meeting may be in person, by proxy or by post.
- 7.10. Voting on motions other than elections or special resolutions at any Meeting may be in person or by proxy.

8. THE BOARD

- 8.1. Establishment, Functions and Powers
 - 8.1.1. There shall be a Board of the Association.
 - 8.1.2. Subject to the provisions of this constitution the Board shall control and manage the affairs of the Association.
 - 8.1.3. The Board has the power to make By-Laws.

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- 8.1.4. The Board may exercise all powers and do all acts and things as may be exercised or done by the Association. The Association shall have all the powers conferred by section 25 of the Act.
 - 8.1.5. The Board may establish committees.
 - 8.1.6. The Board may delegate any of its powers and functions by instrument in writing to committees, individual officers, or staff members, and subject to such conditions included in the instrument in writing, as the Board considers appropriate.
 - 8.1.7. The Board shall not delegate:
 - 8.1.7.1. This power of delegation; and
 - 8.1.7.2. a function imposed on the Board or the State Manager by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
 - 8.1.8. A function, which has been delegated under this clause, may be exercised from time to time in accordance with the terms of the delegation.
 - 8.1.9. The entity exercising delegated powers shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.
 - 8.1.10. The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.
 - 8.1.11. The State Commissioner is an ex officio member (with voting rights) of any committee which may be established by the Board in the exercise of its powers.
- 8.2. Membership
- The Board shall consist of:
- 8.2.1. the State Commissioner;
 - 8.2.2. one Assistant State Commissioner selected by the State Commissioner;
 - 8.2.3. the State Treasurer, who is a Certified Practising Accountant or Chartered Accountant with current experience;
 - 8.2.4. 3 adult members of the Association elected by the adult membership of the Association;
 - 8.2.5. the person appointed as the Training Manager by the State Commissioner, or if that person is unwilling or unable to take up this Board position, an adult member who is currently involved in the management of training within the Association, appointed by the State Commissioner in consultation with the other members of the Board.
 - 8.2.6. the person appointed as the Program Manager by the State Commissioner, or if that person is unwilling or unable to take up this Board position, an adult member who is currently involved in the management of the program of the Association, appointed by the State Commissioner in consultation with the other members of the Board;
 - 8.2.7. a person (other than the State Treasurer), who need not be a member of the Association, with accounting or financial qualifications or current experience, appointed by the Board;
 - 8.2.8. a person, who need not be a member of the Association, with legal qualifications and current experience, appointed by the Board;
 - 8.2.9. a person, who need not be a member of the Association, with qualifications or current experience in business or marketing, appointed by the Board.
 - 8.2.10. Appointment of the State Treasurer
 - 8.2.10.1. The State Treasurer is elected at an Annual General Meeting for a term of three years with the option of the term being extended once for a further period of up to two years by special resolution of the Board.
 - 8.2.10.2. Should a vacancy occur in the position of State Treasurer, the vacancy may be filled by the Board for a period until the next Annual General Meeting.
 - 8.2.11. Board Members elected under Clause 8.2.4 (Elected Members):

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- 8.2.11.1. Board members elected to the Board by the adult members are each elected for terms of three years which are staggered so that one of the terms concludes each year at the Annual General Meeting.
- 8.2.11.2. If a vacancy occurs in an elected position, an election will be held to fill the remainder of that term without delay, unless this period is for less than five months.
- 8.2.11.3. If a vacancy occurs for a position which has less than five months remaining in the term, the vacancy can be filled by the Board for the remainder of the term as a casual vacancy.
- 8.2.12. Members of the Board appointed under Clauses 8.2.5 – 8.2.6 are appointed for a term which coincides with the term of the relevant manager.
- 8.2.13. Appointment of members of the Board appointed under Clauses 8.2.7 – 8.2.9:
 - 8.2.13.1. Members of the Board appointed under Clauses 8.2.7 – 8.2.9 are appointed for a term of two years which may be extended by the Board for no more than two additional years.
 - 8.2.13.2. If a vacancy arises, the Board can appoint a new Board Member under criteria laid out in clauses 8.2.7 – 8.2.9. for a term as detailed in clause 8.2.13.1.
- 8.2.14. Membership of the Board shall cease if:
 - 8.2.14.1. a member resigns from the Board by notice in writing;
 - 8.2.14.2. a member takes up a paid position within the Association; or
 - 8.2.14.3. the Board resolves by special resolution that the member be removed from the Board.
- 8.3. Board Meetings
 - 8.3.1. The Board must meet at least once in every two months.
 - 8.3.2. Written notice of any meeting of the Board must be given no later than 6 days before the meeting and must specify the time and place of the meeting.
 - 8.3.3. A special meeting of the Board must be convened when a written request to do so is received by the State Commissioner or Assistant State Commissioner appointed under clause 11.7 from:
 - 8.3.3.1. three members of the Board; or
 - 8.3.3.2. thirty members of the Association, at least one of whom is a member of the Board.
 - 8.3.4. Requirements for notice can be waived upon agreement in writing of three members of the Board, one of whom must be the State Commissioner or Assistant State Commissioner on the Board.
- 8.4. Chairperson

The chairperson of the Board is the State Commissioner or, if she is unable or unwilling to act, the Assistant State Commissioner on the Board or a Board Member appointed by the Board to chair the meeting.
- 8.5. Voting
 - 8.5.1. Each member of the Board shall have one vote on any motion before the Board.
 - 8.5.2. In the case of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 8.6. Quorum

The quorum for all meetings of the Board shall be six members, one of whom shall be the State Commissioner or a member of the Board nominated by the State Commissioner to chair the meeting in her place.

9. PATRON

The Board may invite any person to become the Patron of the Association.

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10. PUBLIC OFFICER

The Board will appoint a person to be the public officer of the Association.

11. STATE COMMISSIONER AND ASSISTANT STATE COMMISSIONERS

11.1. There shall be a State Commissioner of the Association.

11.2. The State Commissioner is an adult member elected at a general meeting convened for that purpose.

11.3. The State Commissioner is appointed for an initial term of three years. The initial term may be extended once for a period of up to a further two years by special resolution of the Board. Whether or not the Board has extended the initial term, the State Commissioner may be re-elected for an additional term of not more than three years. An additional elected term may not be extended.

11.4. The role of the State Commissioner is to develop and maintain the Association, and to represent the Association at National events and meetings.

11.5. The State Commissioner shall be a director of the board of Girl Guides Australia. If the State Commissioner is unable or unwilling to be appointed as director, or there is no person in the position of State Commissioner, the Board of the Association may nominate a person to be appointed as a director of Girl Guides Australia, subject to the approval of the remaining directors of Girl Guides Australia.

11.6. The State Commissioner may be removed from office if the Board resolves by special resolution that the State Commissioner be removed.

11.7. The Board shall, on the recommendation of the State Commissioner, appoint no less than one and no more than three Assistant State Commissioners.

11.8. The Board shall appoint an Assistant State Commissioner for a term recommended by the State Commissioner. At any time, the Assistant State Commissioner's term shall not exceed the length of the State Commissioner's term. An Assistant State Commissioner may serve successive terms coinciding with different State Commissioners.

11.9. An Assistant State Commissioner may be removed from office if the Board resolves by special resolution that the Assistant State Commissioner be removed.

12. APPOINTMENTS

12.1. Any adult member of the Association may nominate to be elected or appointed to any office, with the exception of paid employees of the Association who are not eligible for appointment or election to a Board position.

12.2. The appointment of any member, the term of that appointment and the duties of that appointment shall be specified in Guide Lines from time to time, or, if not specified in Guide Lines, as determined by the Board from time to time.

12.3. The State Commissioner or the Board may suspend or temporarily withdraw the appointment of any member for a maximum period of three months.

12.4. The Board may terminate the appointment of any member.

13. RECORDS

The Association shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board.

14. ACCOUNTS AND AUDIT

14.1. The Board shall, after the end of each financial year:

- i. cause accounts in respect of the previous financial year to be prepared;
- ii. cause those accounts to be audited by an auditor who is qualified under S.35 of the Act; and
- iii. cause a report of the audited accounts to be presented to the Annual General Meeting of the Association for the following financial year.

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15. SEAL

- 15.1. The Association shall have a common seal.
- 15.2. Any two of the following shall have authority to use and affix the Common Seal of the Association and to sign the document to which the seal is affixed:
 - i. the State Commissioner
 - ii. the State Treasurer
 - iii. the Public Officer
 - iv. an Assistant State Commissioner appointed under clause 11.7.

16. PROPERTY

- 16.1. All real and personal property held by or on behalf of the Association belongs to the Association and is subject to any direction of the Board.

17. DISSOLUTION

- 17.1. The Association may be voluntarily wound up by special resolution of adult members at a general meeting of the Association called for this purpose.
- 17.2. The quorum for a general meeting called for the purpose of winding up the Association is three quarters of the adult members of the Association attending in person or by proxy.
- 17.3. If the Association is wound up either compulsorily or voluntarily any surplus assets remaining for distribution at the completion of the winding up shall not belong to the Association but shall belong to Girl Guides Australia or in default to the World Association of Girl Guides and Girl Scouts.

18. AMENDMENT OF THE CONSTITUTION

- 18.1. Subject to Clause 18.3, no amendment may be made to this constitution except by a special resolution of the adult members of the Association at the Annual General Meeting of the Association or at a general meeting convened for the purpose.
- 18.2. Notice of the proposed amendment must be given to all adult members not less than twenty one days prior to the General Meeting.
- 18.3. The Board is authorised to make grammatical or syntactical alterations to the Constitution.

19. BY-LAWS

- 19.1. By-Laws which are not inconsistent with this Constitution may be made, amended or repealed by a resolution passed by a simple majority at a meeting of the Board.
- 19.2. Members of the Board must be given written notice of any proposed By-Laws or amendments at least 14 days before the meeting.
- 19.3. All members of the association will comply with the constitution, its By-Laws and Guide Lines.

20. RULES AND PROCEDURES

- 20.1. The Board may make such rules and procedures as are necessary for the efficient running of the Association.