



# **The Scout Association of Australia Western Australian Branch**

## **Branch Constitution and Regulations**

**2002**

Most recent amendment	12 <sup>th</sup> May 2009
Amendment history Pg 2	



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**THE SCOUT ASSOCIATION OF AUSTRALIA**  
**WESTERN AUSTRALIAN BRANCH**

**BRANCH CONSTITUTION**  
**and**  
**REGULATIONS**

**PREAMBLE**

The Boy Scouts Association was incorporated in the United Kingdom, by Royal Charter dated 4th January 1912 and the Branch Council of the Western Australian Branch of that Association was incorporated in the year 1927, as The Boy Scouts Association, W. A. Section.

Subsequently, The Australian Boy Scout's Association was inaugurated on 15th December 1959 and was incorporated by Royal Charter granted on 23rd August 1967 as an autonomous Australian body having full control, in all matters of policy and practice, of the Scout Movement in Australia and its Territories. The Royal Charter declared The Boy Scouts Association, Western Australian Branch, as one of the first Branches of the Association.

By a further Act No. 65, 1969, the name of the Corporation constituted by Act No. 26, 1940 was changed on 4th December 1969 to the Australian Boy Scout's Association, (Western Australian Branch).

On 1st May 1972 the Governor General in Council gave approval to The Australian Boy Scout's Association to change its name to The Scout Association of Australia, pursuant to clause 1 of the Royal Charter granted to the Association.

By amendment of the Constitution of the Australian Boy Scouts Association, Western Australian Branch the name of the Corporation constituted by Act No. 65, 1969 was changed on 29th October 1972 to the Scout Association of Australia, Western Australian Branch.

The Western Australian Branch Council at its meeting on 17th Day of August 2002 resolved to adopt the current constitution in place of the Constitution previously applicable.

**THE SCOUT ASSOCIATION OF AUSTRALIA**  
**WESTERN AUSTRALIAN BRANCH.**

**BRANCH CONSTITUTION**

**The Mission of Scouting**

The Mission of Scouting is to contribute to the education of young people, through a value system based on the Scout Promise and Law, to help build a better world where people are self-fulfilled as individuals and play a constructive role in society.

This is achieved by:

- 1 Involving them throughout their formative years in a non-formal educational process.
- 2 Using a specific method that makes each individual the principal agent in his or her development as a self reliant, supportive, responsible and committed person.
- 3 Assisting them to establish a value system based upon spiritual, social and personal principles as expressed in the promise and law.

**Aim of Scouting**

The aim of Scouting is to encourage the physical, intellectual, social, emotional and spiritual development of young people so that they can take a constructive place in society as responsible citizens, and as a member of their local, national and international communities.

**Principles**

The principles of Scouting are that Scouts should serve God, act in consideration of the needs of others and develop and use their abilities to the betterment of themselves and their families and the community in which they live.

The Branch shall not give support to or adopt the cause of any political or religious belief.

## **C1. POWERS OF THE WESTERN AUSTRALIAN BRANCH**

The Branch shall have and may exercise all the powers necessary to do all such acts and things whatsoever as are incidental or conducive to the attainment of any of the objects or purposes of the Branch or to the exercise of its powers and without limiting the generality of the foregoing:

### **Personal**

- C1.1 to provide through recreational services, effective opportunities for the personal and social development of young people in the State of Western Australia or elsewhere.
- C1.2 to give special consideration and, where possible, assistance to any young people who may for any reason whatsoever require it.
- C1.3 to assist past or present Scouts in establishing themselves in life, whether by means of apprenticeship or migration, or in any other manner, and to form, contribute to, and administer special funds for that purpose.
- C1.4 to encourage, aid and facilitate the formation of bodies or organisations of Scouts and the enrolment as members or officers thereof, persons of all ages, to deliver the Scout program in accordance with the Aim, Principles and Method of the Scout Association Of Australia.
- C1.5 to supply (with or without charge) and deal in, goods of all kinds for the use of Scouts provided that every Scout shall be left entirely free to obtain his equipment and every part thereof (whether of an official pattern or not), other than uniform, badges and decorations, from any person, firm or corporation willing to supply the same and shall not be obliged to obtain such equipment, or any part thereof, from the Branch.
- C1.6 to make and carry out any arrangements for joint working or cooperation with any other society or body, whether incorporated or not, carrying on work similar to any work carried on by the Branch from time to time.
- C1.7 to enter into any arrangement with any educational authorities or any department of the Government of the Commonwealth of Australia or any of the States or Territories thereof or Municipalities and Local Government or the Government of any other Country.
- C1.8 to organise classes and lectures and to publish and sell or distribute papers, books, pamphlets, and information for the purpose of creating or stimulating interest in, and promoting the objects of the Branch and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purpose of the Branch.

### **Property**

- C1.9 to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real and personal property and any rights or privileges which the Branch may think necessary or convenient for its purposes, and, in particular, any land, buildings, easements, machinery, plant and stock in trade.
- C1.10 to construct, improve, maintain, develop, manage, carry out or control any buildings, works, roads, ways, bridges, stores, plant and things which may seem calculated directly or indirectly to advance the Branch's

interests; and to contribute to, subsidise or otherwise assist, or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof.

C1.11 to sell or dispose of any part of the assets of the Branch for such consideration as the Branch may think fit.

C1.12 to accept and take by way of gift, and absorb upon any terms, the undertakings and assets of any society or body, whether incorporated or not, carrying on work similar to any work being carried on by the Branch from time to time, and to undertake all, or any, of the liabilities of any such society or body.

C1.13 to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Branch.

#### Financial

C1.14 to acquire, take over and accept by way of gift from any Scouting Organisation, any asset real or personal belonging to such organisation or held in trust for it or for its use, and to undertake, execute and perform any trust or conditions affecting any such asset, and to defray and provide for any debts or liabilities to the discharge of which any such asset shall, when required, be applicable.

C1.15 to receive and accept donations, endowments and gifts of any property or assets whatsoever, and either subject, or not subject, to any special trusts or conditions.

C1.16 to invest and deal with all moneys, funds, and assets of the Branch, not immediately required for its purposes, in such manner as, from time to time, the Branch may determine.

C1.17 to borrow or raise money, with or without security, for any of the objects of the Branch, and to secure same, or the repayment or performance of any debt, liability, contract, guarantee, or other engagement, incurred or entered into by the Branch, in any way, and, in particular by the issue of debentures charged upon all or any of the Branch's property (both present and future) and to purchase, redeem or pay off any such securities.

C1.18 to draw, make, accept, endorse, execute, discount and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

C1.19 to sell improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Branch.

C1.20 to take or hold mortgages, liens and charges to secure payment of the purchase price, or any part of the Branch's property, of whatsoever kind, sold by the Branch, or any money due to the Branch, from the purchasers or others.

C1.21 to apply for, secure, acquire (by grant, legislative enactment, assignment, transfer, purchase or otherwise) and to exercise, carry out and enjoy, any charter, licence, power, authority, franchise, concession, right or

privilege which any Government or Authority or any Corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards, carrying the same into effect.

C1.22 to enter into contracts and to do all such other acts and things whatsoever as are incidental or conducive to the attainment of any of the objects or purposes of the Branch or to the exercise of its said powers.

General

C1.23 to pay salaries, honoraria, gratuities and other sums in consideration or recognition of services as may, from time to time, be thought fit.

C1.24 to apply for and obtain any statute, order, regulation or other authorisation or enactment which may be deemed expedient for any of the purposes of the Branch.

C1.25 Without limiting the generality of clause C13, the Regulations may make provisions for the following matters:

C1.25.1 The proceedings of the Branch Management Committee.

C1.25.2 The establishment of sub committees referred to in clause C11.

C1.25.3 The terms of reference, duties and responsibilities of committees established under clause C11.

**C2** **MEMBERSHIP**

C2.1 Membership of the Association shall be open to:

C2.1.1 Individual Members.

C2.1.2 Life Members.

C2.2 Eligibility for membership of the Association shall be that as determined by the Policy & Rules of the Scout Association of Australia in force from time to time.

C2.3 All members of the Association shall be bound by the Constitution and Regulations.

C2.4 Only those members of the Association over the age of 18 years shall be entitled to vote as members of the Branch Council and to hold office.

**C3** **GOVERNMENT**

C3.1 The affairs of the Association shall be administered by:

C3.1.1 The Branch Council.

C3.1.2 The Branch Management Committee.

**C4** **THE WESTERN AUSTRALIAN BRANCH COUNCIL**

C4.1 The Western Australian Branch Council (hereinafter referred to as "the Branch Council") shall consist of:

C4.1.1 The Chief Scout.

- C4.1.2 All individual members of the Association who have attained the age of 18 years and who have paid the prescribed membership fee as determined from time to time.
- C4.1.3 Community members not exceeding thirty (30) in number shall be representatives of bodies with which it is desired to maintain cooperation and who are elected by the members of the Branch Council at its annual meeting.
- C4.2 The President, the Vice Presidents and the Honorary Treasurer shall be the Officers of the Branch Council and shall be elected by the Branch Council in the manner prescribed in the Regulations (R14).
  - C4.2.1 All nominations for these positions shall be received prior to the Annual General Meeting and endorsed by two (2) current registered and financial members of the Branch Council in the manner prescribed by the Regulations.
- C4.3 Each member of the Branch Council shall have one vote.
  - C4.3.1 The President shall not have a casting vote only a deliberate vote. In the event of a tie the motion will be resolved in the negative.
  - C4.3.2 A quorum shall consist of forty (40) members.
  - C4.3.3 Voting will be as prescribed in the Regulations.
- C4.4 The Branch Council shall conduct an Annual General Meeting, which shall take place not later than four (4) calendar months after the end of the financial year of the Branch, and the place and date thereof shall be fixed or arranged by the Branch Management Committee.
  - C4.4.1 At least thirty (30) days' notice of the Annual General Meeting of the Branch Council shall be given by the Executive Officer to all members of the Branch Council whose names and addresses have been recorded by him. A minimum fourteen (14) days' notice of any other meeting of the Branch Council shall be given in the same manner.  
(amended 31/7/04)
  - C4.4.2 It shall not in any case be necessary to send any notice to a member of the Branch who shall not have so communicated his address.
  - C4.4.3 The accidental omission to give notice of a meeting of the Branch Council to any member thereof entitled to receive notice shall not invalidate anything done at such meeting.
- C4.5 The business of the Annual General Meeting of the Branch shall be:
  - C4.5.1 to receive and consider the Annual Report of the Western Australian Branch Management Committee.
  - C4.5.2 to consider the accounts.
  - C4.5.3 to confer on any matters that may be brought before it.

- C4.5.4 to appoint an Auditor.
- C4.5.5 to elect from among the members of the Branch, such office bearers as required and acknowledge the elected committee members of the Branch Management Committee as shall be necessary.
- C4.5.6 to transact any special business of which due notice has been given.
- C4.6 The Chief Scout shall preside at any meeting of the Branch Council at which he is present.
  - C4.6.1 In the absence of the Chief Scout, the President, or in his absence, a Vice President shall preside at all meetings of the Branch Council.
  - C4.6.2 In the absence of the President and Vice Presidents then the meeting shall have the power to elect from its members a Chairman for that meeting.
- C4.7 A Special meeting of the Branch shall be called at any time by the executive officer at the request of the President on receipt of a petition endorsed by at least fifty (50) members of the Association eligible to vote under clause C2.4 or on the advice of the Branch Management Committee.
  - C4.7.1 All business transacted at a Special Meeting shall be deemed special. All special business must be notified to members of the Branch Council on the notices convening the meeting at which such business is to be transacted.
  - C4.7.2 Not less than fourteen (14) days and not more than twenty eight (28) days' notice of the Special General Meeting of the Branch Council shall be given by the executive officer to all members of the Branch Council whose names and addresses have been communicated to him and by publication in a newspaper circulating throughout the State of Western Australia.
  - C4.7.3 It shall not in any case be necessary to send any notice to a member of the Branch who shall not have so communicated his address.
  - C4.7.4 The accidental omission to give notice of a meeting of the Branch Council to any member thereof entitled to receive notice shall not invalidate anything done at such meeting.

**C5** **BRANCH MANAGEMENT COMMITTEE**

- C5.1 The purpose of the Branch Management Committee (BMC), hereafter referred to as the Board, is to provide strategic direction to the Branch and to govern corporate behaviour. It is to achieve this by:
  - C5.1.1 Determining Branch strategic direction and alliances.
  - C5.1.2 Setting Branch policy and behaviour.
  - C5.1.3 Managing agendas and communications.

- C5.1.4 Assuring operational and financial capabilities of the Branch.
  - C5.1.5 Overseeing operating performance and improvement of the Branch.
  - C5.1.6 Ensuring corporate learning, renewal and succession of the Committee.  
(amended 29/7/06)
- C5.2 The Board is to comprise of:
- C5.2.1 Persons elected by the membership of the Branch Council, who may have volunteered or been approached to nominate for a position on the Board.
  - C5.2.2 Board members are to be nominated on the basis of the competence and contribution they may be able to make in achieving the purpose of the Board and fulfilling appointments within structure of the Board and its Sub-Committees.
  - C5.2.3 The Board consist of not less than 11 Members.
  - C5.2.4 The Chief Commissioner or his/her representative and the Honorary Treasurer are standing appointments to the Board. However, the Chief Commissioner is not to be appointed as the Board Chairperson.
  - C5.2.5 The Board is to appoint a Chairperson, Deputy Chairperson and Secretary at their first meeting after the Branch Annual General Meeting. The appointment of Deputy Chairperson and Secretary may be combined.
  - C5.2.6 The Chairperson is to appoint a Board member to each BMC Sub-Committee as a Convenor, who is responsible for the convening of the meeting and the management of that Sub-Committee's business. The Chairperson may appoint additional Board Members to a BMC Sub-Committee on discretion.
  - C5.2.7 The Branch Executive Manager is to be a member of the Board but is not to be appointed as the Board Chairperson.
  - C5.2.8 The Board shall retain a position at all times for at least one member under the age of 30 years, with the intent of gaining contemporary views and grooming future Board member.  
(amended 29/7/06)
- C5.3 Terms of Appointment
- C5.3.1 The positions of the Branch Management Committee members shall be filled, vacated and otherwise dealt with in accordance with this Constitution and Regulations.  
(amended 30/7/05)

C5.3.2 Each Branch Management Committee member shall hold office until the third Annual General Meeting following the date of their election or appointment, but is eligible for re-election. A member shall only hold office for a maximum of six years retiring for at least one (1) term of three (3) years and then being eligible for election again.

C5.3.3 Three members shall be elected annually.

C5.3.4 Officers of the Branch and elected members of the Branch Management Committee shall commence their terms of office at the conclusion of the Annual General Meeting of the Branch Council.

(amended 29/7/06)

C5.4 The control and management of The Scout Association of Australia, Western Australian Branch shall, subject to any direction of the Branch Council, be vested in the Branch Management Committee who may exercise all the powers of the Association, provided that no change is made in the general spirit of the Scout Association as incorporated by Royal Charter and guided by the Scout Association of Australia Policy and Rules.

C5.5 No member of the Branch Management Committee, other than the Chief Commissioner, shall hold a certificate of leadership whilst on the committee. However, length of service on the Branch Management Committee will be regarded as service in the Association.

C5.6 Each member of the Board shall only have one vote.

C5.6.1 The Branch Chairperson shall not have a casting vote only a deliberate vote. In the event of a tie the motion will be resolved in the negative.

C5.6.2 A quorum shall consist of not less than half of the current serving membership of the Board.

C5.6.3 Should those attending a scheduled meeting find that the quorum cannot be achieved, they may proceed with the meeting on the unanimous agreement of those present. However, no voting to accept or reject motions put before that meeting will be valid. The meeting may make recommendations for consideration at the next BMC meeting.

C5.6.4 In the event that a quorum, as in C5.6.2, is not achieved then the meeting shall be rescheduled one week hence, and whether a quorum is then present or not the meeting shall conduct the business as per the agenda.

C5.6.5 Voting will be as prescribed in the Regulations.

C5.6.6 No paid employee shall be entitled to a vote.

(amended 29/7/06)

- C5.7 The Branch Management Committee shall meet at such time and such place as it determines provided that the time interval between successive meetings shall not exceed two (2) calendar months. (Refer also to R7.2)
- C5.8 The Branch Management Committee shall advise the Branch Council of the results of the elections of members for the Branch Management Committee to be confirmed at each Annual General Meeting of the Branch. All nominations shall be supplied to the Returning Officer, as appointed by the Branch Management Committee, not less than six weeks prior to the date of the Annual General Meeting of the Branch.
- C5.8.1 A member of the Branch Management Committee shall not be appointed as the Returning Officer.
- C5.9 The Branch Management Committee shall have power to fill any casual vacancy that may occur in the Branch Management Committee, or its Sub-Committees, for the period until the next Annual General Meeting. Should the period of the casual vacancy extend beyond the next Annual General Meeting, the remaining period only must be filled by election at the Annual General Meeting.

(amended 31/7/04)

## **C6** **LIFE MEMBERSHIP/HONORARY MEMBERSHIP**

- C6.1 Adult members are appointed Life Members /Honorary members in accordance with the Constitution and Regulations of the Scout Association of Australia Western Australian Branch in recognition of Long and Distinguished service to Scouting.

## **C7** **ENFORCEMENT OF CONSTITUTION AND REGULATIONS.**

- C7.1 The authority of the Association shall extend to, and be recognised by, all members.
- C7.2 The Branch Management Committee shall have the power to enquire into, deal with and adjudicate upon all questions and disputes as to interpretation of this Constitution and any ruling or Regulations made hereunder, upon any complaint made to it of misconduct detrimental to the policy, interests or welfare of the Association by any person, member or Branch entity. The Branch Management Committee may caution, suspend, or otherwise deal with the person, member or Branch entity concerned. Its decision shall be binding on all parties.
- C7.3 All enquiries into any matter shall be conducted in a fair and impartial manner and have regard to the principles of natural justice.

## **C8** **DISSOLUTION OF BRANCH**

- C8.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members, but shall be given or transferred to another association incorporated under the Act which has similar objects and which Association shall be determined by resolution of the members.



them from time to time. The Branch Management Committee may refer certain matters or questions to a sub-committee for advice or recommendation.

(amended 31/7/04)

C11.3 At the first Board meeting after the Annual General Meeting, the Board is to appoint leadership positions to each sub-committee:

C11.3.1 Each appointed leader is referred to as the sub-committee convenor.

C11.3.2 A sub-committee convenor is appointed for one (1) year.

C11.3.3 A sub-committee convenor is responsible for the formation, structure, leadership and management of the sub-committee to which they are appointed.

C11.3.4 A sub-committee convenor shall put in place those processes and procedures that are necessary for the effective and efficient conduct of sub-committee business.

C11.3.5 A sub-committee convenor is to report to the Board at each Board Meeting on the business of their Sub-Committee and/or those important issues related to the responsibilities of the Sub-Committees.

C11.3.6 A copy of all sub-committee meeting minutes are to be formally presented to the Board as part of a sub-committee report.

(amended 29/7/06)

C11.4

(deleted 29/7/06)

## **C12** **ALTERATION TO CONSTITUTION**

C12.1 No alteration shall be made to this Constitution except by resolution of the Branch Council with the consent of three quarters ( $\frac{3}{4}$ ) of the members present at the meeting at which the proposed alteration shall have been considered.

(amended 30/7/05)

C12.2 Notice of any proposed alteration shall be sent to the executive officer not later than two (2) months before a date fixed for a meeting of the Branch Council. If the alteration is passed a copy of such alterations shall be sent to the appropriate State regulatory body and once recognised then to the Scout Association of Australia.

(amended 30/7/05)

## **C13** **REGULATIONS**

C13.1 Regulations shall not be amended or rescinded except by a resolution passed by a majority of three quarters ( $\frac{3}{4}$ ) of the members present in person at a meeting of the Branch Management Committee.

C13.2 The notice convening the meeting shall set forth full particulars of the proposed amendments or rescissions.

- C13.3 Written notice of any proposed alteration, amendment or rescission shall be given at least one week prior to a meeting of the Branch Management Committee and shall not be adopted before the regular meeting of the Branch Management Committee next occurring after the first mentioned meeting.

**C14**      **INSPECTION OF RECORDS**

- C14.1      The Association must keep and maintain an up to date:
- C14.1.1    register of the members of the Association and their postal and residential addresses.
  - C14.1.2    Constitution and Regulations of the Association.
  - C14.1.3    names and residential or postal addresses of all Branch Council and Branch Management Committee members.
- C14.2      Upon request of a member, the Association must make available for inspection the records and documents of the Scout Association, other than those relating to individual members. The member may take a copy but may not remove any records or documents for any purpose.
- C14.3      At all times the privacy of individual members will be paramount in the provision of access to records.

End of Constitution

**THE SCOUT ASSOCIATION OF AUSTRALIA  
WESTERN AUSTRALIAN BRANCH.**

**REGULATIONS TO THE CONSTITUTION**

**R1      FINANCIAL YEAR**

- R1.1      The financial year of the Western Australian Branch shall unless varied by resolution of the Branch Management Committee be for the twelve months terminating on 31st day of March in each year.
- R1.2      The financial year of Groups and any other scouting entities shall, unless varied by resolution of the Branch Management Committee, be for the twelve months terminating on 31st day of December in each year.

**R2      SUB COMMITTEES**

To be read in conjunction with clause C11 inclusive as set out in the Constitution.

R2.1      **FINANCE AND INVESTMENT COMMITTEE**

R2.1.1      **Authority**

There shall be established by the Board a Finance and Investment Committee (F&IC) as a standing committee of the Board, and which, subject to the general control and direction of the Board, shall have Terms of Reference as provided in R2.1.2 to R2.1.6 below.

R2.1.2      **Role**

- (a)      The F&IC deals with matters concerning the financial operations and financial performance of the Branch.
- (b)      The F&IC's responsibilities include:
- (1)      To review and recommend to the Board the Branch's annual budget, which shall include the operating and capital budgets together with cash flow plans.
  - (2)      To monitor the financial performance of the Branch and to endorse the monthly financial statements for Board approval.
  - (3)      To approve expenditure in regard to any single item exceeding the delegation limits of the Chief Commissioner and the Executive Manager up to, but not exceeding the amount for the relevant item(s) in the Branch Budget approved by the Board.
  - (4)      To review and recommend to the Board the Branch's investment policy, which shall include investment guidelines and performance targets.
  - (5)      To develop and recommend for Board approval the Branch's financial strategy, which may include income and revenue raising plans and expenditure guidelines.
  - (6)      To review and recommend to the Board the setting of annual membership fees.

- (7) To recommend to the Board the appointment of external investment professionals, including investment funds managers.
  - (8) To monitor investment risk and the on-going performance of the investment portfolio against the annual investment performance targets and to make recommendations to the Board, as necessary.
  - (9) To review and recommend changes, as deemed necessary, to:
    - (A) Insurance (including self-insurance).
    - (B) Superannuation.
    - (C) Loans and Overdrafts.
  - (10) To review the Executive Manager's salary and conditions of appointment and recommend to the Board annual variations to take effect from the first day of April each year, provided that the review of the Executive Manager's performance shall not be a matter for consideration by the F&IC.
  - (11) To establish, subject to the Board's approval, the framework and guidelines for the setting and review of the salaries and conditions of employment for the employees of the Branch other than the Executive Manager, to be administered by the Executive Manager.
  - (12) To oversee the production the Branch's annual accounts and recommend their acceptance to the Board.
  - (13) To review and recommend accounting and financial policies for the Branch to the Board.
  - (14) To consider any other matter referred to the F&IC by the Board.
- (c) In fulfilling the foregoing, the F&IC shall operate within the following broad framework:
- (1) July: Review the April to June financial results and report to the Board.
  - (2) September: Review the forthcoming annual membership fees for the Branch.
  - (3) October:
    - (A) Review the July to September financial results and report to the Board.
    - (B) Recommend for Board approval the forthcoming annual membership fees for the Branch.
  - (4) January:
    - (A) Review the October to December financial results and report to the Board.
    - (B) Finalise the forthcoming financial year's annual budget, for presentation to the February meeting of the Board.
  - (5) February:
    - (A) Prepare the proposed salary budget for the forthcoming financial year.

- (B) Present the draft annual budget for the forthcoming financial year to the Board for approval.
- (6) April: Review the January to March financial results and report to the Board.
- (d) In addition, the F&IC shall:
  - (1) Provide a report to the Board at the end of April each year on the F&IC's performance and compliance in relation to this charter, including an account of the attendance of individual members at its meetings.
  - (2) Prepare reports and recommendations on any other matter as required by the Board, or which are necessary for its purposes.
  - (3) Exercise all or any of the authorities, powers, or discretions assigned to it by or under the constitution, as necessary and appropriate.
  - (4) Undertake such other activities as the Board may request.

### R2.1.3 Composition

- (a) The F&IC shall be comprised of:
  - (1) The Honorary Treasurer.
  - (2) Two non-uniformed Board members, provided that the Board shall appoint an additional non-uniformed Board member who may act as an alternate for any single one of the foregoing members of the F&IC.
  - (3) Either the Branch Chief Commissioner or a uniformed Branch Member nominated by the Branch Chief Commissioner and approved by the Board, provided that the person shall not be a concurrent member of the Audit and Governance Committee.
  - (4) The Treasurer of the Western Australian Rover Council, or an alternate nominated by the Western Australian Rover Council and approved by the Board.
  - (5) At the Board's discretion, one other person. In the event that the person is not a Member, the Board shall make the person an Honorary Committee Member, pursuant to R3.1.
- (b) The Executive Manager and the Financial Controller shall be in attendance at all meetings of the F&IC, unless otherwise directed or excused by the person chairing that meeting of the F&IC, but have no vote.
- (c) Other persons may be invited to a meeting of the F&IC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing that meeting of the F&IC.
- (d) The Board shall determine which member of the F&IC shall be the Chair of the F&IC. In the absence of the Chair, and provided that a quorum is present, another

member of the F&IC will be appointed by those present to chair the meeting.

#### R2.1.4 Meetings

- (a) Subject to the provisions hereunder, the F&IC shall meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) The F&IC shall meet as required by the Chair of the F&IC, but not less than eleven (11) times per year in order to fulfil its duties, or as directed by the Chair of the Board.
- (c) The quorum necessary for a meeting of the F&IC shall be three members of the F&IC, provided that any two of the Honorary Treasurer, the Branch Chief Commissioner or the person nominated and approved under R2.1.3(a)(3), and a non-uniformed Board member shall be present.
- (d) Matters before the F&IC shall be determined according to the majority vote of members present, provided that:
  - (1) Any recommendation the F&IC conveys to the Board shall, at the request of a member of the F&IC who dissents from the recommendation, include the reason for the dissenting position.
  - (2) The person chairing a meeting of the F&IC shall have a deliberative vote, but not a casting vote and in the event that a vote is tied, the motion shall lapse.
- (e) The contemporaneous linking together by telephone or other electronic means of a number of F&IC members sufficient to constitute a quorum constitutes a meeting of the F&IC.
- (f) A F&IC member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (g) The F&IC may vote on a matter without constituting a meeting, provided that all of the following conditions are met:
  - (1) The votes of the members are made via post, email or facsimile on a form prescribed by the F&IC.
  - (2) All of the serving members vote on the matter.
  - (3) No member objects to such a vote being taken on a particular matter by not indicating such an objection in the nominated place on the form prescribed for the vote. In the event that a member objects to a vote being undertaken via this means, the matter shall be referred to a meeting of the F&IC at which the quorum shall be present in person.

#### R2.1.5 Reporting

The Chair of the F&IC shall arrange for:

- (a) A report on the deliberations of each meeting of the F&IC to be presented to the subsequent meeting of the Board.
- (b) An electronic copy of the agreed minutes of the meetings of the F&IC to be made available to the Board members, as soon as is practicable.

R2.1.6 Confidentiality and Conflict of Interest

- (a) Each member of the F&IC must declare any conflict, potential conflict or apparent conflict of interest in matters that might potentially be considered or, are proposed to be considered by the F&IC. Every member of the F&IC must furnish a confidentiality and conflict of interest declaration in a form that is acceptable to the Board at the earliest convenience, but by no later than the first meeting of the F&IC attended by that member. Each member of the F&IC must provide a further written declaration should any conflict, potential conflict or apparent conflict arise after making a declaration.
- (b) Each member of the F&IC and any officers in attendance must maintain confidential all information provided to them in this capacity. This includes all matters discussed, formally presented or tabled at meetings of the F&IC, or such matters associated with dealings of the F&IC in carrying out it's responsibilities. This level of confidentiality must be carried out in accordance with the provisions contained in a form that is acceptable to the Board.
- (c) All members of the F&IC are to observe the requirements of R2.1.6(a) and R2.1.6(b) as equivalent to those on members of the Board and discharge their powers and responsibilities in a manner of:
  - (1) A like duty of care and diligence to that stated in section 180 of the Corporations Act or any provision which amends or replaces it.
  - (2) A like duty of a director to exercise his or her powers and discharge his or her duties:
    - (A) In good faith in the best interests of the Branch.
    - (B) For a proper purpose of the Branch to that stated in section 181 of the Corporations Act or any provision which amends or replaces it.
  - (3) A duty not to use his or her position to advantage himself or herself or another person other than the Branch without the express permission of the Board.
  - (4) A duty of confidence owed to the Branch not to disclose information that is confidential or special to the Branch and not public, without the Board's express permission.

(amended 9/12/08)

## R2.2 PROPERTY AND ASSETS COMMITTEE

### R2.2.1 Authority

There shall be established by the Board a Property and Assets Committee (P&AC) as a standing committee of the Board, and which, subject to the general control and direction of the Board, shall have Terms of Reference as provided in R2.2.2 to R2.2.6 below.

### R2.2.2 Role

- (a) The P&AC deals with matters concerning the real estate and physical property of the Branch. The primary function of the P&AC is to assist the Board to make decisions concerning the acquisition, management and disposal of real estate and physical property assets to support the efficient delivery of the objectives of the Branch.
- (b) The responsibilities of the P&AC include:
- (1) To make recommendations to the appropriate section of the Branch including, but not limited to, the acquisition, disposal, leasing, maintenance and utilisation of Branch real estate and any other matters relating thereto.
  - (2) To monitor Branch properties to ensure that they are being maintained in an appropriate manner.
  - (3) To monitor the maintenance of Branch property records and to make recommendations from time to time in relation to systems that would facilitate improved information and/or access to information for use by Groups, Formations and Branch management including the Board.
  - (4) To advise the Executive Manager of the suitability or otherwise of documentation connected with leasing and other dealings with real estate by the Branch.
  - (5) To advise Groups and Formations on matters relating to building or acquiring new Branch property, endorse significant works and to advise the Board regarding proposed property projects. Including oversight of all Planning Applications and Building Licence submissions to Local Government Authorities for significant extensions, alterations and new works.
  - (6) To undertake, or cause to be undertaken, valuations as required for insurance or other purposes of all properties for which the Branch is responsible, and when so requested by the Executive Manager undertake, or cause to be undertaken, valuations in connection with the purchase or sale of real estate by the Branch.

- (7) To review valuations made by statutory authorities and advise the Executive Manager where an approach to the relevant authority may be necessary to ensure such valuations are set in a timely manner and at a level appropriate for the purposes of the Branch.
  - (8) To arrange inspections of building projects and to advise the Executive Manager where remedial works or contractual remedies are required.
  - (9) To review, and where appropriate to propose amendment of, the Branch's policies and procedures in respect of real estate and physical property assets to ensure these policies and procedures adequately address the relevant legislation and contractual obligations, and to monitor and report to the Board in a timely manner on the Branch's compliance with the relevant legislation and contractual obligations.
  - (10) To advise, in conjunction with others as directed by the Board, Groups, Formations and Branch management on all applications by them for either internal or external funding in support of building or acquiring property on behalf of the Branch.
- (c) In addition, the P&AC shall:
- (1) Provide a report to the Board at the end of April each year on the P&AC's performance and compliance in relation to this charter, including an account of the attendance of individual members at its meetings.
  - (2) Prepare reports and recommendations on any other matter as required by the Board, or which are necessary for its purposes.
  - (3) Exercise all or any of the authorities, powers, or discretions assigned to it by or under the constitution, as necessary and appropriate.
  - (4) Undertake such other activities as the Board may request.

### R2.2.3 Composition

- (a) The P&AC shall be comprised of:
- (1) At least two non-uniformed Board members, one of whom shall be appointed as the Chair and another the Deputy Chair of the P&AC by the Board
  - (2) One additional non-uniformed Board member who may act as an alternate for any single one of the foregoing members of the P&AC.
  - (3) Either the Branch Chief Commissioner and a uniformed Branch Member nominated by the Branch Chief Commissioner and approved by the Board, or two uniformed Branch Members

nominated by the Branch Chief Commissioner and approved by the Board.

- (4) One other person who is not a member of the Board and who need not be a Member of the Branch, at the Board's discretion. In the event that the person is not a Member, the Board shall make the person an Honorary Committee Member, pursuant to R3.1.
- (b) The Executive Manager and the Branch Property Officer shall be in attendance at all meetings of the P&AC, unless otherwise excused or directed by the person chairing the meeting of the P&AC, but have no vote.
- (c) Other persons may be invited to a meeting of the P&AC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing the meeting of the P&AC.

#### R2.2.4 Meetings

- (a) Subject to the provisions hereunder, the P&AC shall meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) The P&AC shall meet at least once per calendar quarter and at such other additional times as the Chair of the P&AC shall decide in order to fulfil its duties, or as directed by the Chair of the Board.
- (c) The quorum necessary for a meeting of the P&AC shall be three persons comprising the Chair of the P&AC or the Deputy Chair if so delegated by the Chair and two other members of the P&AC, of which at least two shall be non-uniformed Board members.
- (d) Matters before the P&AC shall be determined according to the majority vote of members present, provided that:
  - (1) Any recommendation the P&AC conveys to the Board shall, at the request of a member of the P&AC who dissents from the recommendation, include the reason for the dissenting position.
  - (2) The person chairing a meeting of the P&AC shall have a deliberative vote, but not a casting vote and in the event that a vote is tied, the motion shall lapse.
- (e) The contemporaneous linking together by telephone or other electronic means of a number of P&AC members sufficient to constitute a quorum constitutes a meeting of the P&AC.
- (f) A P&AC member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (g) The P&AC may vote on a matter without constituting a meeting, provided that all of the following conditions are met:

- (1) The votes of the members are made via post, email or facsimile on a form prescribed by the P&AC.
- (2) All of the serving members vote on the matter.
- (3) No member objects to such a vote being taken on a particular matter by not indicating such an objection in the nominated place on the form prescribed for the vote. In the event that a member objects to a vote being undertaken via this means, the matter shall be referred to a meeting of the P&AC at which the quorum shall be present in person.

#### R2.2.5 Reporting

The Chair of the P&AC shall arrange for:

- (a) A report summarising the deliberations of each meeting of the P&AC, to be presented to the subsequent meeting of the Board.
- (b) An electronic copy of the agreed minutes of the meetings of the P&AC to be made available to the Board members, as soon as is practicable.

#### R2.2.6 Confidentiality and Conflict of Interest

- (a) Each member of the P&AC must declare any conflict, potential conflict or apparent conflict of interest in matters that might potentially be considered, or are proposed to be considered, by the P&AC. Every member of the P&AC must furnish a confidentiality and conflict of interest declaration in a form that is acceptable to the Board at the earliest convenience, but by no later than the first meeting of the P&AC attended by that member. The Chair of the meeting shall ensure that the minutes of the meeting record any written or verbal declaration of interest made by a member of the P&AC prior to or during consideration of a matter by the meeting, and record any determination made by the Chair concerning participation of that member in such consideration.
- (b) Each member of the P&AC and any officers in attendance must maintain confidential all information provided to them in this capacity. This includes all matters discussed, formally presented or tabled at meetings of the P&AC, or such matters associated with dealings of the P&AC in carrying out its responsibilities. This level of confidentiality must be carried out in accordance with the provisions contained in a form that is acceptable to the Board.
- (c) All members of the P&AC are to observe the requirements of R2.2.6(a) and R2.2.6(b) as equivalent to those of members of the Board and discharge their powers and responsibilities in a manner of:
  - (1) A like duty of care and diligence to that stated in section 180 of the Corporations Act or any provision which amends or replaces it.

- (2) A like duty of a director to exercise his or her powers and discharge his or her duties:
  - (A) In good faith in the best interests of the Branch.
  - (B) For a proper purpose of the Branch to that stated in section 181 of the Corporations Act or any provision which amends or replaces it.
- (3) A duty not to use his or her position to advantage himself or herself or another person other than the Branch without the express permission of the Board.
- (4) A duty of confidence owed to the Branch not to disclose information that is confidential or special to the Branch and not public, without the Board's express permission.

(amended 12/5/09)

## R2.3 CHIEF COMMISSIONER'S COUNCIL

### R2.3.1 Authority

There shall be established by the Board a Chief Commissioner's Council (CCC) responding to the Branch Chief Commissioner and which, subject to the general control and direction of the Board, shall have Terms of Reference as provided in R2.3.2 to R2.3.7 below.

### R2.3.2 Role

- (a) The CCC deals with matters concerning the operations of the Branch.
- (b) The CCC's responsibilities include:
  - (1) To provide advice and recommendations to the Board through the Branch Chief Commissioner on the formulation, implementation and review of the Branch's strategic plan.
  - (2) To review existing and identify the need for new operational policies and procedures for the day-to-day activities and undertakings of the Branch and to advise the Branch Chief Commissioner accordingly.
  - (3) To provide a forum for the Branch's uniformed leaders in senior leadership and management roles to provide advice to the Branch Chief Commissioner on the wellbeing and development of Scouting within Western Australia.
  - (4) To prepare and submit to the Board through the Branch Chief Commissioner reports and recommendations on any matter as required by the Board, and to prepare reports and recommendations on any other matters which are necessary for its purposes.
  - (5) To exercise all or any of the authorities, powers, or discretions assigned to it by or

under the Constitution, as necessary and appropriate.

- (6) To undertake such other activities as the Branch Chief Commissioner may request.
- (c) In addition, the CCC shall provide a report to the Board at the end of April each year on the CCC's performance and compliance in relation to this charter, including an account of the attendance of individual members at its meetings.

### R2.3.3 Composition

- (a) The CCC shall be comprised of:
  - (1) The Branch Chief Commissioner, who shall chair the meetings of the CCC unless the Branch Chief Commissioner assigns the chair to another member of the CCC.
  - (2) All Deputy Chief Commissioners, Assistant Chief Commissioners and Branch Commissioners and equivalent as may be determined by the Branch Chief Commissioner and approved by the Board from time to time.
  - (3) All District Commissioners and Field Commissioners and equivalent as may be determined by the Chief Commissioner and approved by the Board from time to time.
  - (4) The Chair of the Western Australian Rover Council, or an alternate nominated by the Western Australian Rover Council and approved by the Board from time to time.
  - (5) The Executive Manager or equivalent as may be determined by the Board.
- (b) In response to exigencies that may arise from time to time for individual members of the CCC, an alternate nominated by that member and approved by the Branch Chief Commissioner may in the place of that member and for a specified period attend meetings of the CCC and vote on matters before the CCC.
- (c) The Branch Chief Commissioner may from time to time and with approval of the Board invite individual members of the CCC or other persons to be members of an executive management team responding directly to the Branch Chief Commissioner and accordingly to accept and to exercise as appropriate certain delegated authority from the Branch Chief Commissioner in relation to one or more specified functional area and/or operational matter.
- (d) Members of the CCC participating as members of the executive management team formed under R2.3.3(c) retain all rights, privileges and responsibilities as members of the CCC.
- (e) At the Branch Chief Commissioner's discretion, other persons may be invited to a meeting of the CCC to be in attendance in a consultative capacity for a specific purpose, but may not vote on matters before the CCC.

#### R2.3.4 Meetings

- (a) Subject to the provisions hereunder, the CCC shall meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) The CCC shall meet:
  - (1) As required by the Branch Chief Commissioner, but not less than four times in a calendar year.
  - (2) If 60 per cent of the serving members of the CCC request a meeting and a meeting so requested shall occur within 14 days of the request.
- (c) The quorum necessary for a meeting of the CCC shall be the Branch Chief Commissioner or a member of the CCC delegated by the Branch Chief Commissioner to chair that meeting, and 60 per cent of the other serving members. In the event that a quorum is not achieved, then the meeting shall be rescheduled one week later and whether a quorum is then present or not the meeting shall if necessary appoint from its members a chair for that meeting and deal with the business on the agenda of the adjourned meeting.
- (d) Matters before the CCC shall be determined according to the majority vote of members present, provided that:
  - (1) Any advice or recommendation of the CCC conveyed to the Board through the Branch Chief Commissioner shall, at the request of a member of the CCC who dissents from the advice or recommendation, include the reason for the dissenting position.
  - (2) The person chairing a meeting of the CCC shall have a deliberative vote but not a casting vote and in the event that a vote is tied the motion shall lapse.
- (e) The contemporaneous linking together by telephone or other electronic means of a number of CCC members sufficient to constitute a quorum constitutes a meeting of the CCC.
- (f) A CCC member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (g) The CCC may vote on a matter without constituting a meeting, provided that:
  - (1) The votes of the members are made via post, email or facsimile on a form prescribed by the CCC.
  - (2) The Branch Chief Commissioner and not less than 60 percent of the other serving members vote on the matter.
- (h) In addition to R2.3.4(g), if two or more members object to such a vote being taken on a particular matter

without there first being a meeting of the CCC to discuss the matter by indicating such an objection in the nominated place on the form prescribed for the vote, the matter shall be referred to a meeting of members at which the quorum shall be present, unless the Branch Chief Commissioner is of the opinion that the matter is of such urgency that an immediate decision is required.

- (i) Pursuant to R2.3.4(h), if the Branch Chief Commissioner is of the opinion that a matter is of such urgency that an immediate decision is required, the Branch Chief Commissioner may accept the outcome of the vote, provided that:
  - (1) The Branch Chief Commissioner has advised all members of the CCC of the intention to proceed notwithstanding that two or more members have raised an objection.
  - (2) The Branch Chief Commissioner takes into account any further objections to proceeding that may arise as a consequence of proposing to take action pursuant to R2.3.4(i)(1).

#### R2.3.5 Reporting

The Branch Chief Commissioner shall:

- (a) Arrange for an electronic copy of the agreed minutes of the meetings of the CCC to be made available to the CCC and Board members as soon as is practicable.
- (b) Report on the deliberations of the meetings of the CCC to the subsequent meeting of the Board, as considered necessary and appropriate by the Branch Chief Commissioner or as requested by the Board.

#### R2.3.6 Conflict of Interest and Confidentiality

- (a) Each member of the CCC must declare any conflict, potential conflict or apparent conflict of interest in matters that might potentially be considered or are proposed to be considered by the CCC.
- (b) Each member of the CCC (including all officers in attendance) must maintain the confidentiality of all information that is provided by whatever means to them in this capacity and is identified to them by the Chair of the CCC or otherwise as being confidential.

#### R2.3.7 Amending the CCC Charter

The Board may amend R2.3 from time to time, subject to either having given the CCC notice of not less than six (6) weeks, or if a lesser period, the Branch Chief Commissioner being satisfied that the CCC has had reasonable opportunity to provide formal comment to the Board on the proposed amendment.

(amended 10/2/09)

## R2.4 AUDIT AND GOVERNANCE COMMITTEE

### R2.4.1 Authority

There shall be established by the Board an Audit and Governance Committee (A&GC) as a standing committee of the Board, and which, subject to the general control and direction of the Board, shall have Terms of Reference as provided in R2.4.2 to R2.4.6 below.

R2.4.2 Role

- (a) The A&GC deals with matters concerning the overall effectiveness, efficiency and ethical performance of the Branch's operations. The primary function of the A&GC is to assist the Board to practise due care, diligence and skill in discharging its fiduciary and compliance oversight responsibilities.
- (b) The responsibilities of the A&GC include:
  - (1) To appraise and oversee the quality of the external audit and of the internal audit and control procedures, especially in the following areas:
    - (A) Financial reporting and practices.
    - (B) Accounting policies.
    - (C) Purchasing, procurement and contract management practices.
    - (D) Management and internal controls.
    - (E) Business ethics, policies and practices.
  - (2) To provide a forum for communication between the external auditors and the Honorary Treasurer, all other members of the Board, the Executive Manager, the Financial Controller, the Branch's employees and the Branch's Members involved in internal control procedures, through regular meetings.
  - (3) To enhance the credibility and objectivity of financial reports with Branch Members and other interested parties, including key stakeholders and the wider community.
  - (4) To ensure that adequate systems of internal reporting and control are in operation so as to produce accurate, meaningful and timely management information.
  - (5) To oversee the processes for the identification and assessment of business risk, to review the outcomes of programmed risk assessments using AS/NZ 4360 Risk Management, as applicable and appropriate, and to advise the Board in a timely manner as to the adequacy of those processes and of their application.
  - (6) To ensure that the Branch's policies and procedures adequately address the legislation relevant to the operations of the Branch and to monitor and report to the Board in a timely manner on the Branch's compliance with that legislation.
  - (7) To review the performance of the Board and its constituent committees and the Chief

Commissioner's Council (CCC) and advise the Board in a timely manner with regard to the Branch's compliance, as applicable and appropriate, with:

- (A) The ASX Principles of Corporate Governance and Best Practice Recommendations 2007.
- (B) AS8000 Good Governance Principles.
- (C) AS8001 Fraud and Corruption Control.
- (D) AS8002 Organisational Codes of Conduct.
- (E) AS8003 Corporate Social Responsibility.
- (F) AS8004 Whistleblower Protection Program.

(c) In addition, the A&GC shall:

- (1) Ensure that the non-uniformed members of the A&GC alone meet with the external auditor at least once each calendar year, provided that the non-uniformed members may invite other persons to be present, as the members consider necessary.
- (2) Provide a report to the Board at the end of April each year on the A&GC's performance and compliance in relation to this charter, including an account of the attendance of individual members at its meetings.
- (3) Prepare reports and recommendations on any other matter as required by the Board, or which are necessary for its purposes.
- (4) Exercise all or any of the authorities, powers, or discretions assigned to it by or under the constitution, as necessary and appropriate.
- (5) Undertake such other activities as the Board may request.

#### R2.4.3 Composition

(a) The A&GC shall be comprised of:

- (1) At least two non-uniformed Board members, one of whom shall be appointed as the Chair and another the Deputy Chair of the A&GC by the Board, provided that:
  - (A) The Board shall appoint an additional non-uniformed Board member who may act as an alternate for any single one of the foregoing members of the A&GC.
  - (B) A serving member of the A&GC shall not be a concurrent member of the Finance and Investment Committee.
- (2) Either the Branch Chief Commissioner or a uniformed Branch Member nominated by the Branch Chief Commissioner and approved by the Board, provided that the person shall not be a concurrent member of the Finance and Investment Committee.
- (3) One other person who is not a member of the Board and who need not be a Member of the Branch, at

the Board's discretion. In the event that the person is not a Member, the Board shall make the person an Honorary Committee Member, pursuant to R3.1.

- (b) The Executive Manager and the Financial Controller shall be in attendance at all meetings of the A&GC, unless otherwise excused or directed by the person chairing the meeting of the A&GC, but have no vote.
- (c) Other persons may be invited to a meeting of the A&GC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing the meeting of the A&GC.

#### R2.4.4 Meetings

- (h) Subject to the provisions hereunder, the A&GC shall meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (i) The A&GC shall meet at least once per calendar quarter and at such other additional times as the Chair of the A&GC shall decide in order to fulfil its duties, or as directed by the Chair of the Board.
- (j) The quorum necessary for a meeting of the A&GC shall be the Chair of the A&GC or the Deputy Chair if so delegated by the Chair and two other members of the A&GC, of which at least two shall be non-uniformed Board members.
- (k) Matters before the A&GC shall be determined according to the majority vote of members present, provided that:
  - (1) Any recommendation the A&GC conveys to the Board shall, at the request of a member of the A&GC who dissents from the recommendation, include the reason for the dissenting position.
  - (2) The person chairing a meeting of the A&GC shall have a deliberative vote, but not a casting vote and in the event that a vote is tied, the motion shall lapse.
- (l) The contemporaneous linking together by telephone or other electronic means of a number of A&GC members sufficient to constitute a quorum constitutes a meeting of the A&GC.
- (m) An A&GC member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (n) The A&GC may vote on a matter without constituting a meeting, provided that all of the following conditions are met:
  - (4) The votes of the members are made via post, email or facsimile on a form prescribed by the A&GC.
  - (5) All of the serving members vote on the matter.
  - (6) No member objects to such a vote being taken on a particular matter by not indicating such an objection in the nominated place on the form prescribed for the vote. In the event that a member objects to a vote being undertaken via this means, the matter shall be referred to a meeting of the A&GC at which the quorum shall be present in person.

#### R2.4.5 Reporting

The Chair of the A&GC shall arrange for:

- (a) A report on the deliberations of each meeting of the A&GC to be presented to the subsequent meeting of the Board.
- (b) An electronic copy of the agreed minutes of the meetings of the A&GC to be made available to the Board members, as soon as is practicable.

R2.4.6 Confidentiality and Conflict of Interest

- (a) Each member of the A&GC must declare any conflict, potential conflict or apparent conflict of interest in matters that might potentially be considered, or are proposed to be considered by, the A&GC. Every member of the A&GC must furnish a confidentiality and conflict of interest declaration in a form that is acceptable to the Board at the earliest convenience, but by no later than the first meeting of the A&GC attended by that member. Each member of the A&GC must provide a further written declaration should any conflict, potential conflict or apparent conflict arise after making a declaration.
- (b) Each member of the A&GC and any officers in attendance must maintain confidential all information provided to them in this capacity. This includes all matters discussed, formally presented or tabled at meetings of the A&GC, or such matters associated with dealings of the A&GC in carrying out it's responsibilities. This level of confidentiality must be carried out in accordance with the provisions contained in a form that is acceptable to the Board.
- (c) All members of the A&GC are to observe the requirements of R2.4.6(a) and R2.4.6(b) as equivalent to those of members of the Board and discharge their powers and responsibilities in a manner of:
  - (1) A like duty of care and diligence to that stated in section 180 of the Corporations Act or any provision which amends or replaces it.
  - (2) A like duty of a director to exercise his or her powers and discharge his or her duties:
    - (A) In good faith in the best interests of the Branch.
    - (B) For a proper purpose of the Branch to that stated in section 181 of the Corporations Act or any provision which amends or replaces it.
  - (3) A duty not to use his or her position to advantage himself or herself or another person other than the Branch without the express permission of the Board.
  - (4) A duty of confidence owed to the Branch not to disclose information that is confidential or special to the Branch and not public, without the Board's express permission.

(amended 9/12/08)

## R2.5 Nominations Committee

### R2.5.1 Authority

There shall be established by the Board a Nominations Committee (NC) as a standing committee of the Board, and which, subject to the general control and direction of the Board, shall have Terms of Reference as provided in R2.5.2 to R2.5.6 below.

### R2.5.2 Role

- (a) The primary functions of the NC are:
- (1) To ensure that the Branch's Members have a suitable number of well-qualified candidates for election to the Board each year.
  - (2) To assist the Board in the filling of casual vacancies on Branch Council and the Board, as and when required.
  - (3) To assist the Board in identifying and nominating suitable individuals for international, national, state and other prestigious awards.
  - (4) To assist the Board in managing the performance of its members.
- (b) The NC's responsibilities in relation to appointments to Branch Council and to appointment or election of members to the Board include:
- (1) To work with the Board:
    - (A) To identify the skills and knowledge that the Board members consider desirable in persons to be appointed or nominated for election.
    - (B) To determine the minimum requirements to be met by nominees for appointment to the Branch Council and by nominees for appointment or election to the Board.
  - (2) To appoint the Returning Officer, whose responsibilities shall be determined by the NC, to conduct elections by the Members.
  - (3) To inform the Branch's Members at relevant times about the role of the Board and the responsibilities of Board members.
  - (4) To actively encourage Members and individuals who are not Branch Members to nominate for election to the Board, as considered necessary to meet the skills and knowledge required on the Board.
  - (5) To provide information to potential nominees and answer their questions.
  - (6) To review the nominations received and ensure candidates nominating for election to the Board meet the minimum requirements for election to the Board and to decline nominations that do not meet those requirements.

- (c) The NC's responsibilities in relation to nominating individuals for international, national, state and other prestigious awards include:
  - (1) To inform the Branch's Members of the nature and criteria for the awards, which include, but are not limited to those awarded by:
    - (A) International humanitarian organisations.
    - (B) The Scout Association.
    - (C) The Australian Government.
    - (D) The Western Australian Government.
    - (E) Other significant international, national and local organisations.
  - (2) Consider possible candidates for nomination for any of the awards listed under R2.5.2(c)(1), short-list those that the Branch might support and make recommendations to the Board accordingly.
  - (3) Ensure that nomination documents for those candidates supported by the Board under R2.5.2(c)(2) are completed properly and lodged as and when required.
- (d) The NC's responsibilities in relation to assisting the Board in managing the performance of its members include:
  - (1) To advise the Board on appropriate processes for evaluating the performance of each member of the Board.
  - (2) To advise the Board on the development requirements of the Board, including the induction, professional development and continuing training of Board members.
  - (3) To assist the Board in establishing and reviewing the succession plan for positions within the Board and the Branch Council.
- (e) In addition, the NC shall:
  - (1) Provide a report to the Board at the end of April each year on the NC's performance and compliance in relation to this charter, including an account of the attendance of individual members at its meetings.
  - (2) Prepare reports and recommendations on any other matter as required by the Board, or which are necessary for its purposes.
  - (3) Exercise all or any of the authorities, powers, or discretions assigned to it by or under the constitution, as necessary and appropriate.
  - (4) Undertake such other activities as the Board may request.

### R2.5.3 Composition

- (a) The NC shall be comprised of:
  - (1) A Vice-President of the Branch who is invited by the President and Chair of the Board to be the Chair of the NC.

- (2) Two non-uniformed Board members.
  - (3) The Branch Chief Commissioner or a uniformed Branch Member to act as an alternate nominated by the Branch Chief Commissioner and approved by the Board.
  - (4) At the Board's discretion, one other person. In the event that the person is not a Member, the Board shall make the person an Honorary Committee Member, pursuant to R3.1.
- (b) At the discretion of the Chair of the NC, other persons may be invited to a meeting of the NC to be in attendance in a consultative capacity for a specific purpose.

#### R2.5.4 Meetings

- (a) Subject to the provisions hereunder, the NC shall meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) The NC shall meet at least once per calendar quarter and at such other additional times as the Chair of the NC shall decide in order to fulfil its duties, or as directed by the Chair of the Board.
- (c) The quorum necessary for a meeting of the NC shall be the Chair and a majority of the other members of the NC.
- (d) Matters before the NC shall be determined according to the majority vote of members present, provided that:
  - (1) Any recommendation the NC conveys to the Board shall, at the request of a member of the NC who dissents from the recommendation, include the reason for the dissenting position.
  - (2) The person chairing a meeting of the NC shall have a deliberative vote, but not a casting vote and in the event that a vote is tied, the motion shall lapse.
- (e) The contemporaneous linking together by telephone or other electronic means of a number of NC members sufficient to constitute a quorum constitutes a meeting of the NC.
- (f) A member of the NC participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (g) The NC may vote on a matter without constituting a meeting, provided that all of the following conditions are met:
  - (1) The votes of the members are made via post, email or facsimile on a form prescribed by the NC.
  - (2) The Chair of the NC and all other serving members vote on the matter.
  - (3) No member objects to such a vote being taken on a particular matter by not indicating such an objection in the nominated place on the form

prescribed for the vote. In the event that a member objects to a vote being undertaken via this means, the matter shall be referred to a meeting of the NC at which the quorum shall be present in person.

- (h) Any Board member who is not a member of the NC and who wishes to be present at a meeting of the NC is entitled to do so, but is not entitled to vote at that meeting.

#### R2.5.5 Reporting

The Chair of the NC shall arrange for:

- (a) A report on the deliberations of each meeting of the NC to be presented to the subsequent meeting of the Board.
- (b) An electronic copy of the agreed minutes of the meetings of the NC to be made available to the Board members, as soon as is practicable.

#### R2.5.6 Confidentiality and Conflict of Interest

- (a) Each member of the NC must declare any conflict, potential conflict or apparent conflict of interest in matters that might potentially be considered or, are proposed to be considered by the NC. Every member of the NC must furnish a confidentiality and conflict of interest declaration in a form that is acceptable to the Board at the earliest convenience, but by no later than the first meeting of the NC attended by the member. Each member of the NC must provide a further written declaration should any conflict, potential conflict or apparent conflict arise after making a declaration.
- (b) Each member of the NC and any officers in attendance must maintain confidential all information provided to them in this capacity. This includes all matters discussed, formally presented or tabled at meetings of the NC, or such matters associated with dealings of the NC in carrying out its responsibilities. This level of confidentiality must be carried out in accordance with the provisions contained in a form that is acceptable to the Board.
- (c) All members of the NC, including the Chair of the NC, are to observe the requirements of Regulation R2.5.6(a) and R2.5.6(b) equivalent to those on members of the Board and discharge their powers and responsibilities in a manner of:
  - (1) A like duty of care and diligence to that stated in section 180 of the Corporations Act or any provision which amends or replaces it.
  - (2) A like duty of a director to exercise his or her powers and discharge his or her duties:
    - (A) In good faith in the best interests of the Branch.

- (B) For a proper purpose of the Branch to that stated in section 181 of the Corporations Act or any provision which amends or replaces it.
- (3) A duty not to use his or her position to advantage himself or herself or another person other than the Branch without the express permission of the Board.
- (4) A duty of confidence owed to the Branch not to disclose information that is confidential or special to the Branch and not public, without the Board's express permission.

(amended 9/12/08)

### **R3 HONORARY COMMITTEE MEMBERS**

- R3.1 The branch may confer honorary committee membership of the branch upon any person who has provided worthwhile support to Scouting and who does not hold membership of the Branch in any other category.
  - R3.1.1 A person who is an honorary committee member by reason of membership of a committee is entitled to hold that honorary committee membership only while a member of that committee.
  - R3.1.2 Any person who is an honorary committee member by reason of their worthwhile support to Scouting is entitled to hold that honorary Committee membership for a period of 1 year or until the next Branch Management Committee meeting following the Annual General Meeting, whichever occurs first.
  - R3.1.3 No person shall be appointed an honorary committee member except by resolution of the Branch Management Committee.
  - R3.1.4 All honorary committee members shall be required to provide a current police clearance and sign the Scout Association of Australia Western Australian Branch Code of Conduct.
- R3.2 An honorary committee member may be invited to pay an annual membership fee.
- R3.3 Honorary committee members shall not be afforded a vote at the Annual General Meeting should they be in attendance, but will have a vote on any committee to which they are appointed.

### **R4 LIFE MEMBERSHIP/HONORARY MEMBERS**

- R4.1 To be read in conjunction with clause C6 as set out in the Constitution.
  - R4.1.1 A person to be considered to have given distinguished service to the Scout Association meriting Life Membership should have given a minimum of twenty (20) years total active service to the Movement in any position - e.g. Uniformed or Non-Uniformed members, Committee member or other supporter.

- R4.1.2 No person shall be appointed a Life Member except by resolution of the Branch Council at its Annual General Meeting, and then only on the recommendation of the Branch Management Committee, and with the consent of two-thirds of the members present at the meeting at which the proposed appointment shall have considered.
- R4.1.3 Notice of any proposed appointment shall be given by the executive officer in the notice of the Annual General Meeting as provided by Constitution clause 4.5.
- R4.1.4 A Certificate and Badge in such form and in such terms as may be approved by the Branch Management Committee shall be presented by the Chief Scout, the President or by some person nominated by the President on their behalf to any person appointed a Life Member.
- R4.1.5 A Life Member may still wear the uniform of his last appointment.
- R4.1.6 A Life Member may be invited to pay an annual membership fee.
- R4.2 Life Membership may be withdrawn by the Branch Management Committee of the Scout Association of Australia Western Australian Branch, without appeal if:
  - R4.2.1 the Life Member is convicted of a criminal offence, or
  - R4.2.2 the Life Member acts in a manner that, in the opinion of the Branch Management Committee, is not according to the Principles of the Scout Association of Australia or is not in keeping with the Scout Law and Promise.
- R4.3 The Chief Commissioner may appoint at his discretion from time to time Honorary Members for outstanding good service to the Scout Association of Australia Western Australian Branch.
- R4.4 The candidate for nomination for Honorary Membership must have completed a minimum of 20 years service in a Uniform or Non-uniform role to the Scout Association of Australian Western Australian Branch.
- R4.5 The Chief Commissioner shall advise the recipient in writing of the appointment of the Honorary membership.
- R4.6 The recipient is under no obligation to accept the appointment of the Honorary Membership.
- R4.7 The Honorary member may be elected to the Branch Management Committee.
- R4.8 The appointment of any Honorary Members will be advised at the Annual General Meeting.

- R4.9 A certificate and badge in such form and in such terms as may be approved by the Branch Management Committee shall be presented by the Chief Scout, President or by some person nominated by the President on behalf to any person appointed an Honorary Member.
- R4.10 An Honorary Member may still wear the uniform of his last appointment.
- R4.11 An Honorary Member may be invited to pay an annual membership fee.
- R4.12 Current Honorary Commissioners would now become Honorary Members.
- R4.13 Honorary Membership may be withdrawn by the Branch Management Committee of the Scout Association of Australia Western Australian Branch, without appeal if:
- R4.13.1 the Honorary Member is convicted of a criminal offence, or
- R4.13.2 the Honorary Member acts in a manner that, in the opinion of the Branch Management Committee, is not according to the Principles of the Scout Association of Australia or is not in keeping with the Scout Law and Promise.

## **R5 NOMINATION PROCEDURE FOR APPOINTMENT OF OFFICERS**

### **R5.1 CHIEF SCOUT OF THE BRANCH**

The person holding the office of the Chief Scout of the Branch on the date upon which the Constitution was adopted shall continue to hold office. Future appointments will be recommended by the Branch Council through the Branch Management Committee and through the National Executive Committee to the Chief Scout of Australia requesting that he issue an invitation for appointment.

### **R5.2 BRANCH CHIEF COMMISSIONER**

The Scout Association of Australia, Policy and Rules (R5.2.1) states that the Chief Commissioner of a Branch “is appointed by the Chief Scout of Australia, on the recommendation of the Branch Council or the Branch Management Committee made through the Branch Chief Scout if appointed, otherwise through the Chief Commissioner of Australia.”

#### **R5.2.1 SELECTION PROCESS**

Thirteen (13) months prior to the end of the term the office of the incumbent Branch Chief Commissioner, the Branch Management Committee shall appoint a Selection Committee:

(a) The Selection Committee will:

- (i) Consists of the President of the Branch Council (or Nominee), three (3) members of the Board (to be selected by the Board) and three (3) members of the Chief Commissioner's Committee (to be selected by the Chief Commissioner's Committee) One (1) Youth member between 18 years and 26 years of age to be selected by the Chief Commissioner's Committee.

The Branch President or their nominee will chair the Selection Committee.

Board Secretary is to be an ex-officio member of the Selection Committee.

All committee members should be available for all interview meetings.

Members of the Selection Committee are to be financial members of The Scout Association of Australia WA Branch.

No paid employee of the Western Australian Branch may be a member of the selection committee.

- (ii) Candidates for Branch Chief Commissioner are precluded from membership of the Selection Committee. In the event that a member of the Selection Committee becomes a candidate for Branch Chief Commissioner, the Board will ask that person to stand down from the Committee and appoint a new member. In the event of a Board member becoming a candidate for the Branch Chief Commissioner, that person would be required to leave the meeting during discussions on any matter pertaining to the selection of the Branch Chief Commissioner.
- (b) Within one (1) month of the appointment of the Selection Committee the position of Branch Chief Commissioner shall be advertised by the Selection Committee. This advertisement should reflect the type of person required to lead the Scout Association of Australia WA Branch in accordance with the current Strategic Plan.
- (c) The Selection Committee within one (1) month of the close for the advertisement of the position of Branch Chief Commissioner shall consider applicants for the position and select for interviews.
- (d) After thorough investigation and consultation the Selection Committee shall make their recommendation for Branch Chief Commissioner to the Board eight (8) months prior to the incumbent Branch Chief Commissioner's end of term.
- (e) The Board shall consider the Selection Committee's recommendation. Should the Selection Committee be unable to nominate a successor from those interviewed or should the Board and the Branch Chief Commissioner's Committee decline to accept the Selection Committees' nomination, then the position of Branch Chief Commissioner is re-advertised. The timetable below will need adjustment.

The recommendation for appointment of the Branch Chief Commissioner-designate, together with the commencing date of the term of office, is to be forwarded to the Chief Scout WA Branch, for forwarding for appointment by the Chief Scout of Australia.

- (f) After appointment by the Chief Scout of Australia, the Chairman of the Board will notify the members of the Branch Council seven (7) months prior to the Branch Chief Commissioner-designate taking office.
- (g) The term of office for the next appointed Branch Chief Commissioner will commence in February 2009 for a period of around 3.5 years and conclude in July 2012. There is potential for extension of this term on one or more occasion by mutual agreement of the incumbent and the Board subject always to the period in aggregate of all such extensions being not more than 3 years and a satisfactory performance review by the Board being conducted not more than one year prior to commencement of the relevant extension and being based upon the Role Statement and Selection Criteria for that office at that time.
- (h) Prior to commencement in the office of Branch Chief Commissioner, the person appointed as Branch Chief Commissioner-designate is required to fulfil that orientation and introductory role for a period of approximately six months. For the next appointed Branch Chief Commissioner, this period as Branch Chief Commissioner-designate is intended to commence in July 2008. This period is not to be counted as part of the term of office for the Branch Chief Commissioner.

### **PROPOSED TIMELINE for selection of Chief Commissioner WA Branch**

DATE	REQUIREMENTS	ACTION
Between October and December 2007	<ul style="list-style-type: none"> <li>§ Relevant Committees requested to nominate members for Branch Chief Commissioners Selection Committee.</li> <li>§ Selection Committee - Reference: R5.2.1. (a)</li> </ul>	In accordance with job description of Board Secretary, the Board Secretary to coordinate with Branch Chief Commissioner and Branch Chairman.
January 08	<ul style="list-style-type: none"> <li>§ Selection Committee formed</li> <li>§ Guide lines formulated for process</li> <li>§ Role statement and selection criteria agreed</li> <li>§ Closing date for applications set for March.</li> <li>§ Dates set for interviews</li> <li>§ Note closing date for Scout Magazine for advert.</li> </ul>	Board Secretary to coordinate.
February 08	<ul style="list-style-type: none"> <li>§ Position advertised outlining requirements of as set down by Selection Committee Reference R5.2.1 (b)</li> <li>Advertisements in Scout Magazine, Newspaper(s)</li> </ul>	Board Secretary to coordinate with Executive Manager.
March 08	<ul style="list-style-type: none"> <li>§ Closing date for applications</li> <li>§ Readvertise if no nominations</li> <li>§ Candidates applications acknowledged and advised of interview date</li> </ul>	Board Secretary to coordinate with Executive Manager.
April 08	<ul style="list-style-type: none"> <li>§ Interview of Candidates by Selection Committee</li> </ul>	Board Secretary to coordinate
May/June 08	<ul style="list-style-type: none"> <li>§ President or their nominee advises the Board in writing the decision of the Selection Committee</li> <li>§ Refer R5.2.1 (e)</li> </ul>	Board Secretary to coordinate with the President or their Nominee

	<p>§ Chairman of Board announces decision to Chief Commissioners Committee</p> <p>§ With the approval of both Committees the Chairman of the Branch to advise in writing the decision for the Branch Chief Commissioner-designate to be appointed to the Chief Scout of Western Australia, Chief Scout of Australia and National Headquarters</p>	Board Secretary to coordinate with Branch Chairman
July 08	At the Annual General Meeting the Branch Chief Commissioner-designate to be officially announced to the WA Branch.	Branch Chief Commissioner, Branch Chief Commissioner-designate/Deputy and Branch Chairman
August 08	Branch Chief Commissioner-designate commences understudy of role by attending as an Ex-Officio member the Chief Commissioner's Committee, Board, Finance Sub committee and any other committee meetings felt relevant to the role of Branch Chief Commissioner-designate.	Branch Chief Commissioner, Deputy and Branch Chairman to support.
February 09	Handover ceremony	Branch Chief Commissioner

#### R5.2.2 RESIGNATION OR DEATH OF THE BRANCH CHIEF COMMISSIONER

The procedures as outlined in clause R5.2.1 are to apply:

R5.2.2.1 The Deputy Chief Commissioner will manage the uniformed operations whilst the procedures for appointment of a new Branch Chief Commissioner are undertaken.

R5.2.2.2 This procedure should be finalised within a period of three (3) months.

#### R5.2.3 PROCEDURE FOR EARLY CANCELLATION OF APPOINTMENT

R5.2.3.1 The Branch Management Committee will establish a sub committee to investigate any complaint that it thinks might warrant the suspension or cancellation of the Chief Commissioner's appointment. The sub committee will report directly to the Branch Management Committee.

R5.2.3.2 The principles contained in the Scout Association of Australia Policy and Rules for dealing with suspension by a District Commissioner should be used as a guideline. In particular, the allegations should be communicated to the incumbent Chief Commissioner and an opportunity given to state his/her case.

R5.2.3.3 If action is required, a report outlining the reasons for suspension or cancellation will be forwarded by the Branch Management Committee to National Headquarters with a clear

request and recommendation for the action desired.

R5.2.3.4 All actions will be kept strictly confidential to the Branch Management Committee.

R5.3 **BRANCH COMMISSIONERS**

R5.3.1 Branch Commissioners shall be appointed by the Chief Commissioner, who shall advise the Branch Management Committee of any such appointments.

R5.3.2 Branch Commissioners are specialist advisers to the Chief Commissioner on their area of expertise, and carry no executive authority or powers over the line management of the Branch.

**R6** **SEAL**

R6.1 The Common Seal of the Branch shall be used in accordance with the Act, and shall be kept in safe custody by the executive officer.

R6.2 The Common Seal shall only be used by the authority of the Branch Management Committee.

R6.3 The Common Seal shall only be affixed to an instrument in the presence of the Chairman and one member of the Branch Management Committee personally present at the time of the resolution granting the authority for its use. Every such instrument shall be signed by the Chairman and countersigned by the executive officer at the time of affixing.

R6.4 The following sealing clause is to be used in all documents whenever the common seal is affixed.

THE COMMON SEAL of THE SCOUT ASSOCIATION OF AUSTRALIA, WESTERN AUSTRALIAN BRANCH was hereunto affixed by authority of the Management Committee of the Branch Council in the presence of:

.....  
Branch Management Committee Chairman.

.....  
Executive Officer.

**R7** **BRANCH MANAGEMENT COMMITTEE**

R7.1 Procedure for Election:

R7.1.1 In respect of the election of the members of the Branch Management Committee, notification of the election process, the details to be supplied by nominees for their nomination to be considered in the sole discretion of the Returning Officer to be a valid nomination, and the closing date for receipt of valid nominations, is to be sent by the Returning Officer to Branch Members not less than four weeks prior to the closing date, and nominations in writing signed by two (2) members of the Branch Council and by the nominee signifying their

willingness to accept office must be received by the Returning Officer by the closing dated fixed by the Returning Officer to be not less than six weeks prior to the date fixed for the Annual General Meeting.

- R7.1.2 The returning officer shall send to Branch Council member's details of the nominees together with relevant voting material at least one (1) calendar month prior to the date of the Annual General Meeting.
  - R7.1.3 The Branch Council Members shall return their votes to the Returning Officer no later than fourteen (14) days prior to the date fixed for the Annual General Meeting.
  - R7.1.4 The results of the voting will be announced at the Annual General Meeting.
  - R7.1.5 The failure of any member to receive voting material through inadvertence of the returning officer or delay in post or the failure to comply with the time limits set out in the registration shall not invalidate the election unless the Branch Council at the Annual General Meeting declares otherwise.
- R7.2 The Branch Management Committee shall meet together for the despatch of its business, adjourn, and otherwise regulate its meetings and proceedings as it thinks fit, provided that a meeting of the Branch Management Committee shall as far as practicable be held not less frequently than once in each month.
- R7.3 Each member of the Branch Management Committee shall only have one vote.
- R7.4 No member shall vote by proxy.
- R7.5 Should any adjustment to the term of Branch Management Committee members appointed or elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution this shall be determined by the Branch Management Committee. Elections and appointments to subsequent Branch Management Committees shall then proceed in accordance with this Constitution with one third ( $\frac{1}{3}$ ) of the Branch Management Committee retiring each year.

## **R8 HONORARY CONSULTANTS AND ADVISERS**

- R8.1 The Branch Management Committee may, from time to time, appoint honorary consultants or honorary advisers to the Branch and may, at any time, revoke any such appointment.

## **R9 CERTIFICATES OF LEADERSHIP**

- R9.1 The Branch Management Committee shall ensure that the Certificate of Membership and Leadership procedures are in accordance with the requirements of the Branch as may be in place from time to time.

**R10**      **THE HONORARY TREASURER**

R10.1      The Honorary Treasurer shall be responsible for the management of the finances and accounts of the Branch under the direction of the Branch Management Committee. He shall superintend the ordinary management of the receipts and expenditure of the Branch carried out by the executive officer. The Honorary Treasurer shall submit at the Annual General Meeting of the Branch a Statement of Accounts approved by the Branch Management Committee and duly audited by Auditor(s) appointed as specified in Regulation R11.

R10.2      The Honorary Treasurer will be a Qualified Certified Practicing Accountant or a member of either The Chartered Institute of Accountants or The National Institute of Accountants.

**R11**      **AUDITORS**

R11.1      The Auditor(s) of the Branch shall be a Registered Company Auditor or firm of Registered Company Auditors. Upon the death or resignation of the Auditor(s), the Branch Management Committee shall follow, as closely as possible, the relevant procedures laid down by the Companies (W.A.) Code, or any law amending or replacing the same, to appoint an Auditor or Auditors of the period until the following Annual General Meeting.

R11.2      Once appointed the Auditor(s) shall only be removed by the Branch Council following as closely as possible the procedure laid down by the said Code or any law amending or replacing the same.

**R12**      **RESIGNATION AND REMOVAL**

R12.1      Any member of the Branch Council, Branch Management Committee or a sub committee shall vacate office and cease to be a member if:

R12.1.1    Such member dies.

R12.1.2    Such member resigns in writing or the Branch Office is formally advised in writing.

R12.1.5    Such member is absent from three consecutive meetings without leave of the committee.

**R13**      **SCOUT GROUPS**

R13.1      Groups shall operate in compliance with the Constitution and Regulations and any other rules in force from time to time.

R13.2      The Group shall be responsible for management of finances and accounts of the Group and Property, and shall not commit the Group or the Association to any expenditure for which the Group does not have funds, unless agreed to in writing by the Branch Management Committee.

R13.3 Bank accounts of all Scout groups, sections and formations shall be held jointly in the name of the Association and the Scout group, section or formation.

R13.3.1 On the disbandment or disaffiliation of any Scout group, section or formation, the Branch Office, under the signature of the Executive Officer and the Branch Accountant, will apply to the branch of the financial institution at which the account/s of the Scout group, section or formation are operated requesting the closure of such account/s and remittance of the monies to the Branch Office for management.

R13.4 Under no circumstances are contracts of any nature to be entered into by a Scout group, section or formation unless agreed to in writing by the Branch Management Committee prior to the contract coming into force.

**R14** **APPOINTMENT OF OFFICE BEARERS OF THE BRANCH COUNCIL**

In respect of the election of the office bearers of the Council being President, Vice Presidents and Treasurer, nominations in writing signed by two (2) members of the Branch Council and by the nominee signifying their willingness to accept office shall be sent to the executive officer at least three (3) calendar months before the date fixed for the Annual General Meeting.

**R15** **EXECUTIVE OFFICER**

Executive officer means the person appointed by the Branch Management Committee to administer the Branch under its direction. However the title of that person may be described from time to time.

End of Regulations