



**GIRL GUIDES**  

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**A U S T R A L I A**  

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

The BY LAWS of  
Girl Guides South Australia Incorporated.

These By Laws were accepted by the Board of Girl Guides  
South Australia Incorporated on **19 August 2021**



## **1. Membership**

### **1.1. Life Members**

- 1.1.1. There will be a membership category for Life Members.
- 1.1.2. The number of Life Members and the membership fees for Life Members will be determined from time to time by the Board.
- 1.1.3. Criteria for the awarding of Life Membership will be set from time to time by the Board and will include a 'time served' element as well as a 'quality of contribution' element.
- 1.1.4. Nominations for Life Membership will be reviewed by the Girl Guides South Australia Inc. Awards Committee.
- 1.1.5. Members may accept or decline the offer of Life Membership.
- 1.1.6. The Board retains the right to rescind Life Membership in the event of the member failing to abide by the code of conduct or on other grounds.

### **1.2. Membership Fees**

- 1.2.1. Fees for membership shall be such sum as determined annually by the Board.
- 1.2.2. Each member shall pay annual membership fees 01 January or at such other time as the Board determines.
- 1.2.3. Any member whose fee is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided that the Board may reinstate such person's membership on such terms as it thinks fit.
- 1.2.4. The Trefoil Guild category of membership is only available to members who participate solely in trefoil activities.
- 1.2.5. Membership will cease with the death of a member.

### **1.3. Resignation**

- 1.3.1. A member may resign from membership of the Association by giving written notice to the Association. Any member so resigning shall be liable for any outstanding membership fees which may be recovered as a debt due to the Association.

### **1.4. Complaints about Member behaviour**

- 1.4.1. Complaints about Member behaviour may be received by the Chief Executive Officer, the Chair of the Board, or the State Commissioner or the State Commissioners Delegate (as detailed in the Complaint Handling Policy).
- 1.4.2. Where a complaint about a Member's conduct or behaviour is received, the procedures laid out in the Complaint Handling Policy will be followed. Confidential records will be kept of all complaints and may be referred to later if needed.



### 1.5. Expulsion of Members

1.5.1. Where there is sufficient evidence that a member has breached the associations Code of Conduct, Guide Lines or the Respectful Behaviour policy, the Board may be asked to resolve to expel a member upon a charge of a breach of the Associations Code of Conduct, Guide Lines or the Respectful Behaviour policy.

### 1.6. Appeals of board determinations

1.6.1. The member has the right to Appeal.

1.6.2. An Appeals Committee will be appointed by the Board and membership of the committee will consist of three Board Members, of which one must be an independent board member.

1.6.3. A member may appeal to the Appeals Committee against her expulsion. The member must give written notice to the Chief Executive Officer of her intention to appeal within 14 days of the determination of the Board being communicated to the member.

1.6.4. In the event of an appeal, the appellant's membership of the Association shall not be terminated unless and until the Appeals Committee determines the Appeal.

1.6.5. On any Appeal under 1.4.4, the Appeals Committee may confirm, vary or overturn the Board's decision.

### 1.7. Register of members

1.7.1. The Association must keep a register of members which contains:

- 1.7.1.1. the name and address of each member,
- 1.7.1.2. the next of kin/guardian for each youth member,
- 1.7.1.3. the date on which each member was admitted to the Association; and
- 1.7.1.4. the date of and reason for termination of membership (if applicable).

1.7.2. Each member is obliged to notify the Association of any change in address.

## 2. The Board

### 2.1. Notice of Meeting

2.1.1. Notice of a Board Meeting shall set out the place and time of the meeting; and particulars of the nature and order of the business to be transacted at the meeting.

2.1.2. Notice may be given personally, by post or email or other such technology as determined by the board.

### 2.2. Attendance at Meetings

2.2.1. Board Members are expected to attend a minimum of 60% of Board Meetings and Workshops each year.



2.2.2. If a Board Member is unable to attend 3 consecutive meetings, they will be expected to discuss their ability to attend with the Chair.

2.2.3. Board Members who do not fulfil the requirements of clauses 2.2.1 & 2.2.2 may be asked to resign their position upon resolution by the Board.

### 2.3. Quorum

2.3.1. If, within 30 minutes after the time appointed for the meeting, a quorum of members is not present, the meeting may proceed, notes of the meeting are to be taken and no decisions or motions are to be undertaken.

2.3.2. Any decisions or motions required may be undertaken by the Chair of the board via email, with ratification at the next scheduled board meeting.

2.3.3. If the quorum of members is not maintained once a meeting has commenced, no further decisions can be resolved until quorum is restored. Any outstanding items must be either deferred to the next meeting of the Board, or decisions or motions undertaken via email if it is not possible to resume the meeting within 30 minutes.

### 2.4. Inurement and Conflict of Interest

2.4.1. No member of the Board shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of Girl Guides South Australia, except as otherwise provided in these by laws.

2.4.2. All members of the Board shall disclose any interest or affiliation they may have with any entity or individual with which the Association has entered, or may enter, into contracts, agreements or any other business transaction, as soon as the Board Member becomes aware of such conflict and shall refrain from voting on, or influencing the consideration of, such matters.

2.4.3. No member of the Board shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorise payment by the Association of actual and reasonable expenses incurred by a member of the Board in appropriate circumstances.

2.4.4. The Board may provide provision for an Honorarium to be allocated to a specific board member to recognise the contribution of that role to the Association. This may be varied by the Board at a regular meeting.

2.4.5. The Association may engage in contracts or transactions with members of the Board and any corporation, partnership, association or other organisation in which one or more of the members:

2.4.5.1. are officers:

2.4.5.2. have a financial interest in; or

2.4.5.3. are employed by,

2.4.5.4. Provided that the following conditions are met:

2.4.5.4.1. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction; and



2.4.5.4.2. the Board, in good faith, authorises the contract or transaction by a majority vote of the members of the Board who do not have an interest in the transaction or the contract; and

2.4.5.4.3. the contract or transaction is fair to the Association and complies with the laws and regulations of South Australia.

## 2.5. Independence of Board Members

2.5.1. All members of the Board shall act in an independent manner consistent with their obligations to the Association as a whole and applicable law, regardless of any other affiliations, memberships, or positions.

## 3. General Meetings

### 3.1. Notice of meetings

3.1.1. Notice of a general meeting shall set out the time and place of the meeting, and particulars of the nature and order of the business to be transacted at the meeting.

3.1.2. A notice may be given by the Association to any member by:

3.1.2.1. serving the member with the notice personally;

3.1.2.2. sending it by email to the email address appearing in the register of members; or

3.1.2.3. sending it by post to the address appearing in the register of members.

3.1.2.4. Or by other technology as determined by the board.

3.1.3. Where a notice is sent by post:

3.1.3.1. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

3.1.3.2. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### 3.2. Voting at meetings - Proxy

3.2.1. Any appointment of a proxy for the purposes of voting at a general meeting must be in writing and must be signed by the member making the appointment.

3.2.2. A member holding the proxy of another member must produce the written appointment prior to exercising the proxy at the meeting.

### 3.3. Voting at meetings - Postal

3.3.1. A member may request a postal vote no later than 10 days prior to the day on which the meeting is to be held.

3.3.2. If a member requests a postal vote, the Chief Executive Officer shall send a postal voting package to that member no later than 7 days prior to the day on which the meeting is to be held.



- 3.3.3. The postal voting package must contain:
  - 3.3.3.1. the wording of any proposed resolutions;
  - 3.3.3.2. (if for an election) the nomination details and profiles of all candidates for election;
  - 3.3.3.3. one or more ballot paper/s;
  - 3.3.3.4. a voter declaration form;
  - 3.3.3.5. instructions for completion of a valid postal vote
- 3.3.4. The postal voting procedure is as follows:
  - 3.3.4.1. Each ballot paper is to be completed;
  - 3.3.4.2. Each ballot paper is to be enclosed in the ballot paper envelope and that envelope is to be sealed.
  - 3.3.4.3. The voter declaration form is to be completed and signed.
  - 3.3.4.4. The ballot paper envelope together with the voter declaration form is to be enclosed within another stamped sealed envelope addressed to the Association.
  - 3.3.4.5. The postal vote must be received by the Association not less than 2 days prior to the day on which the meeting is to be held.
  - 3.3.4.6. On delivery to the Association, the outer envelope only shall be opened by the Chief Executive Officer, who shall record the name of the member in the records for the meeting.
  - 3.3.4.7. The ballot paper envelope is to be presented unopened and unidentified to the Returning Officer of the election.

## **4. Elections of Officers**

- 4.1. Nominations
  - 4.1.1. A member may nominate herself or any other member for election.
  - 4.1.2. If a member nominates another member, the nominated member must accept the nomination prior to her nomination being formally accepted.
  - 4.1.3. Nominations will close no later than one calendar month prior to the date of the general meeting at which the election will take place.
  - 4.1.4. Names of the candidates will be notified to members with the notification of the meeting.
  - 4.1.5. Where only one nomination is received for a position, there will be a vote by members with an option of yes, no or abstain.
  - 4.1.6. All candidates will be required to present a short biography for consideration before voting commences.
  - 4.1.7. Voting for the election of officers will be by secret ballot.
- 4.2. Nominations for State Commissioner



- 4.2.1. Nominations for State Commissioner will undertake the following process:
  - 4.2.1.1. Nomination for State Commissioner must be made by two members of Girl Guides South Australia Inc, including one member of the current Board.
  - 4.2.1.2. A written statement to the Board of the aims, qualifications and relevant experience of the candidate.
  - 4.2.1.3. An interview with a panel of at least three nominated members of the Board.
  - 4.2.1.4. The panel will recommend to the board suitability for progression to election
  - 4.2.1.5. The Board will then vote to approve whether or not the nomination be tendered to the membership for an election process.
- 4.2.2. The State Commissioner nominees will present a short presentation at the election meeting prior to the secret ballot.
- 4.3. Applications for Assistant State Commissioner
  - 4.3.1. Assistant State Commissioners shall be appointed after the following recruitment process has been undertaken:
    - 4.3.1.1. Once a State Commissioner has been elected, or if a vacancy in the Assistant State Commissioner team arises mid-term, the position will be advertised to all adult members as a minimum. External advertising may also take place if the State Commissioner and the Board believe it necessary.
    - 4.3.1.2. The recruitment process will be managed by the State Commissioner, but should include input from at least one board member in the case of the Assistant State Commissioner on the Board.
  - 4.3.2. The recruitment process includes:
    - 4.3.2.1. Written application which identifies how the applicant meets the portfolios as determined by the State Commissioner in the advertising of the role.
    - 4.3.2.2. An interview with the State Commissioner and Board Member (if appropriate) at a minimum.
  - 4.3.3. The Board will endorse the recommendations made by the State Commissioner.
- 4.4. Applications for Board Member: Young Women and Intern
  - 4.4.1. The Board Member: Young Women and Board: Intern shall be appointed after the following has been undertaken:
    - 4.4.1.1. When a vacancy arises in one of these roles, the following process will be enacted by the Chair of the Board:
      - 4.4.1.1.1. The vacancy for Board Member: Young Women will be advertised to all adult members aged 18 to 29 and the vacancy for Board: Intern to all members aged 16 to 29.



- 4.4.1.2. The recruitment process includes:
  - 4.4.1.2.1. Written application which identifies what the applicant hopes to contribute and gain from joining the board.
  - 4.4.1.2.2. An interview with the Chair of the Board and State Commissioner (or her delegate) at a minimum.
- 4.4.2. The Board will endorse the recommendations made by the Chair of the Board and State Commissioner (or her delegate).
- 4.4.3. If an applicant is aged under 18, parental consent will be sought and a discussion with the parents/carers will take place as part of the recruitment process, and repeated as needed for the duration of the term.
- 4.5. Elections
  - 4.5.1. Where multiple elections are to be held in the same meeting, the order of elections shall be:
    - 4.5.1.1. State Commissioner
    - 4.5.1.2. State Treasurer
    - 4.5.1.3. Elected Members (If multiple elected member elections are to be held at the same meeting, they should be held in order of longest term first)
  - 4.5.2. Results of elections shall be determined using an optional Preferential Voting method where there is more than one candidate.
  - 4.5.3. Voters use numbers to mark their preferences on the ballot paper with 1 indicating their first preference, 2 indicating their second preference etc.
  - 4.5.4. A candidate who receives over 50% plus one, of first preferences is declared elected.
  - 4.5.5. If no candidate achieves over 50% plus one of first preferences, the candidate in receipt of the lowest number of first preferences is eliminated and their second preferences are reallocated. This continues until one candidate receives over 50% plus one, of votes.
  - 4.5.6. Where there is only one nomination, the candidate must receive 50% plus one of yes votes of the total vote, to be elected.

## **5. Minutes**

- 5.1. Record keeping
  - 5.1.1. Minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
  - 5.1.2. The minutes kept pursuant to this rule will be confirmed by the members of the Association or the members of the Board (as relevant) at the next subsequent meeting and signed by the chairperson of that subsequent meeting.
  - 5.1.3. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings



held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **6. Operation of the by-laws during a pandemic**

- 6.1. 6.1 During a period in which the South Australian or Federal Government's social distancing recommendations or directions arising from a pandemic prevent any general meeting taking place in person, the By-Laws will operate in the following way:
  - 6.1.1. voting may only occur by post, which includes email; and
  - 6.1.2. the postal vote with respect to any general meeting must be received by the Association not more than 6 days after the day on which the meeting is to be held.