



**THE SCOUT ASSOCIATION OF AUSTRALIA,
SOUTH AUSTRALIAN BRANCH
INCORPORATED**

**CONSTITUTION
AND
REGULATIONS**

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THE SCOUT ASSOCIATION OF AUSTRALIA, SOUTH AUSTRALIAN BRANCH INCORPORATED ("THE BRANCH")

CONSTITUTION

PREAMBLE

The Boy Scouts Association was incorporated in the United Kingdom by Royal Charter dated 4th January, 1912 and the Branch Council of the South Australian Branch of that Association was incorporated in the year 1940, as the Boy Scouts Association, South Australian Branch.

Subsequently, The Australian Boy Scouts 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, South 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 Scouts Association, South Australian Branch.

On 1st May, 1972 the Governor General in Council gave approval to The Australian Boy Scouts 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, South Australian Branch the name of the Corporation constituted by Act No. 65, 1969 was changed on 26th May, 1975 to the Scout Association of Australia, South Australian Branch.

In 1988 (effective 1989) the Constitution was amended to reflect the establishment of a Body to be recognised as 'the Branch'. Further, this amendment adopted an 'Executive Committee' to be appointed by members of the Branch, which is empowered as the 'Corporate Body' responsible for the control and management of the Branch.

In 1997 the Scout Association of Australia adopted the trading name of 'Scouts Australia', accordingly the Branch has adopted the trading title of "Scouts Australia, South Australian Branch".

In 2003, the Constitution was amended through the Branch Annual General Meeting to formalise provisions regarding 'winding-up', and in 2004, amendments were made to the definition of 'Members of Branch' in order to conform with the National guidelines introduced at that time.

In 2005, the Constitution was updated to better reflect the Branch's current business practices and to more closely align with current corporate governance standards

In 2014, the Constitution was updated to take account of the introduction of the *Australian Charities and Not-for-Profit Commission Act 2012* (Cth) and the *Charities Act 2013* (Cth).

In 2020, the Constitution was amended to align the Annual General Meeting with the Associations Incorporations Act 1985 (SA) and take place within six months after the end of the financial year of the Association.

In 2021, the Constitution was updated to better reflect Section 23A of the Associations Incorporations Act 1985 (SA) where the constitution of the Association must include the powers of the Association with sufficient detail and that the Association may be wound up in the manner provided for in the Act.

In 2022, the Constitution was altered to better reflect the full name and objective of 'The Scout Association of Australia, South Australian Branch Incorporated'.

OBJECTIVE

The Scout Association of Australia, South Australian Branch Incorporated operates as a voluntary, non-political educational movement for young people, open to all without distinction of origin, race or creed, in accordance with the purpose, principles and method conceived by the Founder, Lord Baden-Powell. Our mission 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.

Our purpose is to contribute to the education of young people in achieving their full physical, intellectual, emotional, social and spiritual potentials as individuals, as responsible citizens and as members of their local, national and international communities.

ARTICLE 1 - THE BRANCH

- 1.1 In order to provide the widest representation of all members in the affairs of the Branch, and also to ensure that the management of meetings of the Branch is practicable, voting rights at the Branch Annual General Meeting (or at 'special meetings' as defined at 1.8) are conferred to 'Members of Branch' and 'Associate Members of Branch' as follows:

1.1.1 **Members of Branch:** A 'Member of Branch' is defined as a person who is currently invested as a 'Scout' and who has accepted the commitment of the Scout Promise. Members of Branch are represented at the AGM (or at 'special meetings' of Branch) by the following voting members:

- (a) The Chief Scout.
- (b) The President and the Vice President.
- (c) Life Members of the Branch.
- (d) The members of the Branch Executive Committee.
- (e) The Chief Commissioner of the Branch.
- (f) The Deputy Chief Commissioner of the Branch (if appointed).
- (g) Assistant Chief Commissioners of the Branch.
- (h) Branch/Project Commissioners of the Branch.
- (i) District Commissioners of the Branch.
- (j) Honorary Commissioners appointed by the Branch.
- (k) Branch Rover Council Chairman.
- (l) Group Leaders of the Branch.
- (m) Rover Crew Leaders of the Branch.

1.1.2 **Associate Members of Branch:** An 'Associate Member of Branch' is defined as a person who supports the Aim and Principles of the Branch but who may not have made the commitment of the Scout Promise. Associate Members of Branch are represented at the AGM (or at 'special meetings' of Branch) by the following voting members:

- (a) Patrons of the Branch as appointed from time to time by the Branch Executive Committee (Article 13).
- (b) Honorary Members of the Branch. (Supporting Members deleted)
- (c) The Chairman of each Group Committee of the Branch.

- 1.2 Each Member and Associate Member of the Branch (listed at 1.1.1 and 1.1.2) shall have one vote. The Chairman shall have a casting vote as well as a deliberative vote. No member shall vote by proxy. A quorum for an Annual General Meeting or 'special meeting' of Branch shall consist of Forty (40) voting members.

- 1.3 The Branch shall have an Annual General Meeting, which shall take place no later than six calendar months after the end of the financial year of the Branch aligned with the Associations Incorporation Act 1985 (SA). The place and date of the Annual General Meeting shall be decided by the Chief Executive Officer and approved by the Branch Executive Committee. The Chief Executive Officer shall provide at least thirty days notice of the Annual General Meeting of the Branch to all voting members of the Branch whose names and addresses have been communicated to the Chief Executive Officer and by publication in a newspaper

circulating throughout the State of South Australia. Fourteen days' notice of any other meeting of the Branch shall be given in the same manner (except where an amendment to the Constitution is proposed, where at least 21 days notice is required). The accidental omission to give notice of a meeting of the Branch to any member entitled to receive notice shall not invalidate anything done at such a meeting.

- 1.4 The business of the Annual General Meeting of the Branch shall be to receive and consider the Annual Report of the Branch Executive Committee, to consider the accounts, to confer on any matters that may be brought before it, to appoint an Auditor and to elect from among the members of the Branch, such office bearers and committee members of the Branch Executive Committee as shall be necessary, and to transact any other business as herein provided.
- 1.5 Subject to Clause 1.6 herein,
 - 1.5.1 The President, one Supporting Member, one Adult Leader and one young adult ('Member' or 'Leader') shall be elected every two years.
 - 1.5.2 The Vice President, one Supporting Member, one Adult Leader and one young adult ('Member' or 'Leader') shall be elected every two years.
- 1.6 Members of the Branch Executive Committee shall be elected for terms of two years, except that in the case of the first election following the adoption of this Constitution, in addition to the persons to be elected in accordance with Clause 1.5.1, those persons to be elected in accordance with Clause 1.5.2 shall also be elected and shall hold office for a term of one year, and except that in the case of an election to fill any vacancy caused by a resignation, such person so elected shall hold office for a term of one year. Elected members of the Branch Executive Committee shall commence their terms of office at the conclusion of the Annual General Meeting of the Branch.
- 1.7 The Chief Scout shall preside at any meeting of the Branch at which the Chief Scout is present. In the absence of the Chief Scout, the President (or in the President's absence, the Vice President) shall preside at all meetings of the Branch. In the absence of the President and Vice President, the meeting shall have the power to elect from amongst its members a Chairman for that meeting.
- 1.8 A Special meeting of the Branch shall be called at any time by the Chief Executive Officer at the request of the President or the Chief Commissioner or forty (40) voting Members of the Branch (as defined at Clause 1.1). All business transacted at a special meeting shall be deemed special. All special business must be notified to members of the Branch on the notices convening the meeting at which such business is to be transacted.
- 1.9 The Association shall have all the powers conferred by Section 25 of the Act.

ARTICLE 2 - BRANCH EXECUTIVE COMMITTEE

- 2.1 The Branch Executive Committee shall comprise:
 - (a) The President.
 - (b) The Vice President.
 - (c) The Chief Commissioner, (or in the Chief Commissioner's absence, an Adult Leader nominated by the Chief Commissioner).
 - (d) Not more than two Supporting Members, other than Adult Leaders, being professional, commercial or other advisers or supporters of the Movement in South Australia elected at the Annual General Meeting.
 - (e) Not more than two Adult Leaders elected at the Annual General Meeting
 - (f) Not more than two young adults ('Member' or 'Leader'), able to provide a youth focus to the committee, elected at the Annual General Meeting.
 - (g) Up to one co-opted member at the Branch Executive Committee's discretion (per Clause 2.10).
- 2.2 The organisation, control and management of the Branch shall be vested in the Branch

Executive Committee which may in South Australia, exercise all such powers and do all such acts and things including the power of delegation provided that no change is made in the general spirit of the Movement as incorporated by the Founder, the late Robert Stevenson Smyth Baden-Powell, 1st Baron of Gilwell and embodied in his book Scouting for Boys and in the Policy and Rules of The Scout Association of Australia for the time being in force.

- 2.3 Nothing in Clause 2.2 shall be construed as limiting the powers and duties of the Chief Commissioner, as delegated by the Branch Executive Committee, who has the responsibility to the Branch Executive Committee for all uniformed activities in the Branch in accordance with the Branch Constitution.
- 2.4 The Branch Executive Committee shall have power upon and at its absolute and unfettered discretion to appoint or discharge officers, secretaries, clerks, agents and/ or servants permanent or temporary or special and to fix their powers, duties, salaries and emoluments respectively and, subject to law, to regulate and decide upon the terms of their employment in all respects. Notwithstanding the provisions of Article 1 hereof, such terms shall, unless the Branch Executive Committee resolves otherwise, preclude any such person from being a member of the Branch, or of the Branch Executive Committee, or of any committee established by the Branch Executive Committee.
- 2.5 The President (or in the President's absence, the Vice President) shall preside at all meetings of the Branch Executive Committee. In the absence of the President and the Vice President from any Meeting, the Branch Executive Committee shall have power to elect from amongst its members a Chairman for that meeting.
- 2.6 Each member of the Branch Executive Committee shall have one (1) vote. The Chairman shall have a casting vote as well as a deliberate vote. No member shall vote by proxy. A quorum shall consist of two thirds of the total number of members of the Branch Executive Committee.
- 2.7 The Branch Executive Committee shall meet at such time and such place as it determines provided that the time interval between successive meetings shall not exceed two calendar months.
- 2.8 The Branch Executive Committee shall advise the Branch of its nominations for office bearers of the Branch and members of the Branch Executive Committee to be elected at each Annual General Meeting of the Branch. All nominations shall be supplied to the Chief Executive Officer not less than six weeks prior to the date of the Annual General Meeting of the Branch.
- 2.9 The Branch Executive Committee shall have power to fill any vacancy that may occur in the Branch Executive Committee, or its Standing Committees, for the period until the next following Annual General Meeting.
- 2.10 The Branch Executive Committee shall have the power to co-opt one additional member with specific expertise from within the community of South Australia to be a voting member of the Committee (or to its Standing Committees) for a term of not more than one (1) year.
- 2.11 A member of the Branch Executive Committee shall cease to be a member thereof if:
 - 2.11.1 the member dies;
 - 2.11.2 the member resigns in writing;
 - 2.11.3 the Branch Executive Committee by a majority of two thirds of its appointed members resolves, at a meeting duly convened, and in the notice of which was given of such proposal, that a member of the Branch shall cease to be member and the office held by that member, on the Branch Executive Committee shall thereupon become vacant;
 - 2.11.4 the member is declared bankrupt by a court of law;
 - 2.11.5 the member is convicted of any criminal offence; or
 - 2.11.6 the member is disqualified from being a responsible person by the *Australian Charities and Not for Profit Commission Act 2012 (Cth)*

- 2.12 The Chief Executive Officer shall arrange for the introduction of newly elected members to the Branch Executive Committee through a formal induction process (Article 6 of the Regulations).

ARTICLE 3 - THE NATIONAL EXECUTIVE COMMITTEE

The National Executive Committee, on giving reasonable notice, shall have the right to send a representative to attend any meeting of the Branch Executive Committee and such a representative shall be entitled to raise any matter as though a member of the Branch Executive Committee, but the representative shall not have the right to vote.

ARTICLE 4 - STANDING COMMITTEES

- 4.1 The Branch Executive Committee shall establish by regulations pursuant to Article 19 hereof, such Standing Committees as are necessary for the proper control, management and advancement of the Branch.
- 4.2 Each Standing Committee shall report regularly to the Branch Executive Committee through its Chairman. The Branch Executive Committee may establish terms of reference for each Standing Committee and may amend them from time to time. The Branch Executive Committee may refer certain matters or questions to a Standing Committee for advice or recommendation.
- 4.3 At the first meeting of the Branch Executive Committee held after the Annual General Meeting each year, the Branch Executive Committee shall appoint to each Standing Committee a Chairman and at least four and not more than eight persons to be members of each Committee for the ensuing year. Such persons shall be chosen who have professional, commercial or other qualifications, skills or expertise in fields appropriate to the roles of the Standing Committee.
- 4.4 The President, Chief Commissioner and Chief Executive Officer shall be members, ex-officio of each Standing Committee.
- 4.5 Each Standing Committee shall meet at such times and places as it determines, subject to any directions given to it by the Branch Executive Committee. Each member of a Standing Committee shall have one vote, the Chairman shall have a casting vote as well as a deliberate vote. No member shall vote by proxy. Notwithstanding the ability to vote on issues of relevance, any resolution or determination made by a Standing or other committee involving Branch assets, real property or which carry financial implications for the Branch, including major events nominated by the Branch Executive Committee, are to be presented to the Branch Executive Committee for approval before implementation. Any amendments to the total budget expenditure of that Standing Committee of over 5% must be referred to the Branch Executive Committee for approval. The Branch Executive Committee has the sole and unfettered right of approval or otherwise of such resolutions or determinations.
- 4.6 A quorum shall consist of two thirds of the members appointed.

ARTICLE 5 - OTHER COMMITTEES

The Branch Executive Committee shall have power at any regular meeting to appoint committees for specific purposes. All such committees shall have power to do all such things as the Branch Executive Committee shall direct. The provisions contained at Clause 4.5 apply to all 'other committees' of the Association.

ARTICLE 6 - HONORARY CONSULTANTS AND ADVISERS

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

ARTICLE 7 - ADULT LEADERSHIP

The Branch Executive Committee shall deal with Adult Leadership procedures in accordance with the requirements detailed in Policy and Rules of the Scout Association of Australia.

ARTICLE 8 - CHIEF EXECUTIVE OFFICER

- 8.1 The Branch Executive Committee shall at its sole and unfettered discretion appoint, a Chief Executive Officer for such a period and on such conditions as it may determine from time to time. The Branch Executive Committee may also, at its sole and unfettered discretion, reappoint or dismiss a Chief Executive Officer. The Chief Executive Officer shall be directly and solely responsible to the Branch Executive Committee through the President.
- 8.2 The Chief Executive Officer is to:
 - 8.2.1 On behalf of the Branch Executive Committee, oversee and direct, all Branch business, commercial and fiducial dealings (per Clause 2.3, nothing in this clause shall be construed as limiting the powers and duties of the Chief Commissioner who has the responsibility to the Branch Executive Committee for all uniformed activities in the Branch in accordance with the Branch Constitution.
 - 8.2.2 On behalf of the Branch Executive Committee, superintend and manage Branch staff. The Chief Commissioner shall have directive control over staff assigned to him/her by the Branch Executive Committee.
 - 8.2.3 Prepare and submit to the Branch Executive Committee, for its approval, an annual Branch operating budget, and once approved, oversee the implementation the Branch budget. The Chief Executive Officer shall be responsible for the ordinary management of the receipts and expenditure of the Branch within such budgets as approved by the Branch Executive Committee.
 - 8.2.4 Keep the Minutes of all meetings of the Branch Executive Committee and Branch Standing Committees.
 - 8.2.5 Prepare and submit to the Branch Executive Committee, for its approval, a report of the work done during each year to be presented in its name at the Annual General Meeting of the Branch. This report shall also be forwarded to the National Chief Executive of The Scout Association of Australia with a copy of the audited Statement of Accounts of the Branch. The Chief Executive Officer shall supply to the National Executive Committee such other information as it may from time to time request with the approval of the Branch Executive Committee.
 - 8.2.6 Submit at the Annual General Meeting of the Branch a Statement of Accounts approved by the Branch Executive Committee and duly audited by Auditor(s) appointed as specified in Article 9.
 - 8.2.7 Perform all such other duties as may be prescribed by this Constitution or by the Branch Executive Committee.

ARTICLE 9 - AUDITORS

- 9.1 The Branch shall follow as closely as possible the relevant procedures applicable to a "prescribed association" within Division 2 (Accounts and Audit of Prescribed Associations) of the *Associations Incorporations Act 1985 (SA)* (as amended).
- 9.2 At each Annual General Meeting, the voting members present shall appoint a person or company as the auditor of the Branch.
- 9.3 A person or company so appointed shall hold office until the next succeeding Annual General Meeting after that at which they are appointed, and are eligible for reappointment.

- 9.4 If a casual vacancy occurs in the office of the auditor during the course of a financial year of the Branch, the Branch Executive Committee may appoint another person or company as the auditor, holding such office until the next succeeding Annual General Meeting.

ARTICLE 10 - LIFE MEMBERS

- 10.1 The Branch may confer membership of the Branch for life upon any person who has given distinguished service to the Movement in South Australia. Such a person shall be known as a "Life Member". Persons who are Life Members at the time of adoption of the constitution shall be deemed to be Life Members appointed under this Article.
- 10.2 No person shall be appointed a Life Member except by resolution of the Branch at its Annual General Meeting, and then only on the recommendation of the Branch Executive Committee, and with the consent of two-thirds of the members present at the meeting at which the proposed appointment shall have been considered. Life Members shall be regarded as 'Members of Branch' and are conferred voting rights at meetings of the Branch.
- 10.3 A request for nominations for life membership shall be distributed by the Chief Executive Officer in the notice of the Annual General Meetings as provided by Clause 1.3 hereof.
- 10.4 A Certificate and Badge in such form and in such terms as may be approved by the Branch Executive Committee shall be presented by the Chief Scout, the President or by a person nominated by the President on their behalf to any person appointed a Life Member.
- 10.5 Life Membership may be withdrawn from an individual by a resolution of the Branch Executive Committee.

ARTICLE 11 - HONORARY MEMBERS

- 11.1 The Branch may confer Honorary Membership of the Branch upon any person who is serving on a Standing Committee or upon any person who has provided
(or is providing) specific support to Scouting, and who does not hold membership of the Branch in any other category of memberships.
- 11.1.1 A person who is an Honorary Member by reason of membership of a Standing Committee is entitled to hold that Honorary Membership only while a member of that Standing Committee.
- 11.1.2 Any person who is an Honorary Member by reason of their specific support to Scouting is entitled to hold that Honorary Membership for a period of one year or until the next Branch Annual General Meeting, whichever occurs first.
- 11.2 All Honorary Memberships will terminate at the Annual General Meeting, but may be renewed each year.
- 11.3 No person shall be appointed an Honorary Member except by resolution of the Branch at its Annual General Meeting, and then only on the recommendation of the Branch Executive Committee, and with the consent of two-thirds of the members present at the relevant Annual General Meeting at which the proposed appointment shall have been considered. Honorary Members shall be regarded as 'Associate Members of Branch' and are conferred voting rights at meetings of the Branch.
- 11.4 Honorary Membership may be withdrawn from an individual by a resolution of the Branch Executive Committee.

ARTICLE 12 – SUPPORTING MEMBERS

- 12.1 The Branch may confer membership to a supporting member who demonstrates to the

satisfaction of the Branch Executive Committee that they support the objects and purposes of The Scout Association of Australia, as set out in the Royal Charter of the Association, and who pay the supporting membership fee as prescribed by Article 4 of the Regulations.

- 12.2 Supporting Members shall be regarded as 'Associate Members of Branch' however, they are **not** conferred voting rights at the Branch Annual General Meeting (or at 'special meetings' as defined at Clause 1.9). A Supporting Member who also holds a specific category of voting membership listed at Clauses 1.1.1 or 1.1.2 is conferred voting rights under that category.
- 12.3 Supporting Member membership may be withdrawn from an individual by a resolution of the Branch Executive Committee.

ARTICLE 13 – PATRONS

- 13.1 The Branch Executive Committee may confer the special membership status of 'Patron' to an individual through resolution. This membership category is restricted to persons who will significantly advance the standing of Scouts Australia (SA Branch) in South Australia.
- 13.2 The Branch Executive Committee will review this category of membership annually at its sole discretion.
- 13.3 The status of 'Patron' may be withdrawn from an individual by a resolution of the Branch Executive Committee.

ARTICLE 14 - FUNDS

All funds donated or otherwise held by or on behalf of or in trust for the Association, or the Branch, or any Area Council, District Association, Group Section or Committee in South Australia shall be applied by the Branch Executive Committee solely in furthering the objectives of the Association and no portion will be distributed directly or indirectly to the Members except:

- 14.1 in payment of expenses incurred by the Members on behalf of the Association; or
- 14.2 in payment as bona fide remuneration to any officers or employees or to any Member of the Association for services actually rendered or goods actually supplied by them to in the ordinary course of business of the Association.

ARTICLE 15 - PROPERTY

All real and personal property held by or on behalf of or in trust for the Association, or the Branch, or any Area Council, District Association, Group, Section or Committee in South Australia shall be vested in the Branch and shall be held and dealt with by the Branch Executive Committee, in accordance with the provisions of *The Australian Boy Scouts Association, South Australian Branch Act 1969* (as amended).

ARTICLE 16 - RESIGNATION AND REMOVAL - MEMBERS

- 16.1 A member of the Branch Executive Committee shall cease to be a member thereof as per Clause 2.11.
- 16.2 A Member of Branch or Associate Member of Branch shall cease to be a member thereof if:
 - 16.2.1 the member dies;
 - 16.2.2 the member resigns in writing;
 - 16.2.3 the Branch Executive Committee by a majority of two thirds of its appointed members resolves, at a meeting duly convened, and in the notice of which was given of such proposal, that a member of the Branch shall cease to be a member;
 - 16.2.4 the member is convicted of a criminal offence which subsequently results in

- 16.2.5 the withdrawal of 'Adult Membership' by the Chief Commissioner or other membership by the Branch Executive Committee; or the member is disqualified from being a responsible person by the *Australian Charities and Not for Profit Commission Act 2012 (Cth)*

ARTICLE 17 – INDEMNITY

- 17.1 The Branch shall carry a comprehensive range of insurances so that its members are indemnified as best as is practicable in the case of claim, actions or demands which may be brought or made against them in the course of their Scouting service, save and except for such as may have been occasioned by the member's own wilful act, negligence, unlawful action or default.
- 17.2 The above indemnity applies to members whilst their Section, Group or Scout sub-entity has contributed to the current Branch insurance arrangements as required and advised to them by the Branch Chief Executive Officer. Further, this indemnity is provided to members only whilst conducting Scout business or participating in duly authorised Scout activities which are specifically covered for insurance purposes.
- 17.3 For the purposes of this Article, the term 'member' means any officer, employee, member or voluntary worker of the Branch.

ARTICLE 18 - ALTERATION TO CONSTITUTION

- 18.1 No alteration shall be made to this Constitution except by resolution of the Branch and then only on the recommendation of the Branch Executive Committee and with the consent of two-thirds of the members present at the meeting at which the proposed alteration shall have been considered.
- 18.2 Notice of any proposed alteration shall be sent to the Chief Executive Officer not later than 2 months before a date fixed for a meeting of the Branch. Written notice of the time and place of the meeting and a copy of the proposed Constitution (or amendment or addition) is to be provided to voting members of Branch at least 21 days before the date of the meeting. Any such alterations to the Branch Constitution shall be advised to the National Chief Executive Officer on adoption by the Branch at its meeting.

ARTICLE 19 - REGULATIONS

- 19.1 The Branch Executive Committee shall have power to make Regulations not inconsistent with this Constitution, which the Branch Executive Committee may deem necessary or convenient for carrying out the purposes of the Movement in South Australia.
- 19.2 Such Regulations shall be made by providing written notice of any proposed Regulation(s) at least 10 working days prior to a meeting of the Branch Executive Committee and shall only be adopted by a resolution of the Branch Executive Committee. Regulation(s) will not be adopted before the regular meeting of the Branch Executive Committee next occurring after the first mentioned meeting.
- 19.3 The Branch Executive Committee shall, in like manner, have power to amend or rescind any Regulation(s).
- 19.4 Without limiting the generality of Clause 19.1 or 19.3, the Regulations may make provisions for the following matters:
- 19.4.1 The proceedings of the Branch Executive Committee.
- 19.4.2 The establishment of Standing Committees referred to in Article 4 of this Constitution and the Terms of Reference, duties and responsibilities of such committees.
- 19.4.3 The Terms of Reference, duties and responsibilities of 'other' committees established under Article 5.

- 19.4.4 The real and personal property referred to in Article 15 including:
- (a) the manner in which such property may be acquired, held, used, dealt with and disposed of;
 - (b) the manner in which money may be raised on the security of any such property; and
 - (c) requiring the transfer, assignment and conveyance to the Branch Executive Committee of any such property which is vested in any other person or persons on its behalf.

19.4.5 Nomination procedure for the Chief Commissioner.

19.4.6 Standing Orders for all meetings.

ARTICLE 20 – WINDING UP

20.1 The Association may be wound up in the manner provided for in the Act.

20.2 A Member is not liable to contribute towards the payment of the debts and liabilities of the Branch or the costs, charges and expenses of a winding up of the Branch.

20.3 On a winding up, any surplus assets must be distributed to another not-for-profit association with similar objects to the Branch, chosen by:

20.3.1 The Branch Executive Committee on or before the winding up; or

20.3.2 (if the Branch Executive Committee does not make that decision) any Court with jurisdiction; provided that:

- a) such other body shall also prohibit the distribution of income and property to the members to the extent stated in this Article;
- b) if the Branch shall have been endorsed pursuant to Division 30 of the Income Tax Assessment Act 1997 (Cth) then such other body shall also be so endorsed; and
- c) if the Branch shall have been registered pursuant to the Australian Charities and Not for Profit Commission Act 2012 (Cth) then such other body shall also be registered.

ARTICLE 21 - INTERPRETATION

Throughout this Constitution, pronouns of either the masculine or feminine gender shall include the other.

End of Constitution

REGULATIONS TO THE CONSTITUTION OF THE SCOUT ASSOCIATION OF AUSTRALIA, SOUTH AUSTRALIAN BRANCH INCORPORATED

TERMS OF REFERENCE

Article 19 as set out in the Constitution.

“19.1 The Branch Executive Committee shall have power to make Regulations not inconsistent with this Constitution, which the Branch Executive Committee may deem necessary or convenient for carrying out the purposes of the Movement in South Australia.

19.2 Such Regulations shall be made by providing written notice of any proposed Regulation(s) at least one week prior to a meeting of the Branch Executive Committee and shall only be adopted by a resolution of the Branch Executive Committee. Regulation(s) will not be adopted before the regular meeting of the Executive Committee next occurring after the first mentioned meeting.

19.3 The Branch Executive Committee shall, in like manner, have power to amend or rescind any Regulation(s).”

1. FINANCIAL YEAR

The Financial Year of the Branch shall be for the twelve months terminating on 30th day of September each year.

2. STANDING COMMITTEES

To be read in conjunction with Article 4 inclusive as set out in the Constitution.

2.1 **FINANCE AND AUDIT COMMITTEE** There shall be a Branch Finance and Audit Committee, which, subject to the general control and direction of the Branch Executive Committee, shall have the Terms of Reference attached at Appendix A to these Regulations.

2.2 **HUMAN ENDEAVOUR RECOGNITION COMMITTEE** There shall be a Branch Human Endeavour Recognition Committee which, subject to the general control and direction of the Branch Executive Committee, shall have the Terms of Reference attached as Appendix B to these Regulations.

3. LIFE MEMBERSHIP

To be read in conjunction with Article 10 as set out in the Constitution.

3.1 A person considered to have given distinguished service to the Movement meriting Life Membership should be investigated from the following categories:

3.1.1 Have given a minimum of 25 years total active service to the Movement in any position - e.g. Adult Leader, Committee member or other supporter.

3.1.2 Have satisfied the current Branch Adult Membership application procedures.

3.2 Life Members will not be required, but may be invited, to pay annual fees.

- 3.3 Life Membership may be withdrawn by the Branch Executive Committee if:
 - 3.3.1 The Life Member is convicted of a criminal offence, or
 - 3.3.2 The Life Member acts in a manner which, in the absolute discretion of the Branch Executive Committee, is not according to the Principles of the Scout Association of Australia or is not in keeping with the Scout Law and Promise, or
 - 3.3.3 By a resolution of the Branch Executive Committee for any other reason, in accordance with Article 16.2.3 (*BEC 19/6/2006*).

4. SUPPORTING MEMBERS

- 4.1 Supporting Members of the Branch as appointed under Article 12 of the Constitution shall be regarded as 'Associate Members of the Branch'. Supporting Members do not have voting rights at the Branch Annual General Meeting (or at 'special meetings' as defined at Clause 1.9 of the Constitution).
- 4.2 A Supporting Member may be appointed by resolution of the Branch Executive Committee upon certification by the Chief Executive Officer that the applicant has declared, by signing a declaration of the form hereunder that the applicant supports the objects and purposes of the Scout Association of Australia. Supporting Member membership may be withdrawn from an individual by a resolution of the Branch Executive Committee in accordance with Article 16.2.3 (*BEC 19/6/2006*).

4.3 FORM OF DECLARATION: Supporting Members are required to sign the following declaration:

I,..... declare that I support the objects and purposes of the Scout Association of Australia as set out in the Royal Charter of the Association.

I support:

- (a) the promotion of the principles of discipline, loyalty and good citizenship.
- (b) the presentation and fostering of the principles of Scouting as founded by the late Chief Scout of the World, Lord Baden Powell.
- (c) the promotion of Scouting in South Australia and throughout the World.

Signed.....Date.....

- 4.4 The Supporting Membership Fee shall be an annual fee of an amount equal to the general Scout Membership Fee as determined from time to time by the Branch Executive Committee.

5 NOMINATION, SELECTION, RESIGNATION, CANCELLATION PROCEDURES FOR CHIEF COMMISSIONER

5.1 POLICY AND RULES

Policy and Rules of the Scout Association of Australia states that the Chief Commissioner of a Branch “is appointed by the Chief Scout of Australia, on the recommendation of the Branch Executive Committee made through the Branch Chief Scout if appointed, otherwise through the Chief Commissioner of Australia.”

5.2 SELECTION PROCESS

Nine (9) months prior to the end of the term the office of the incumbent Chief Commissioner, the Branch Executive Committee shall:-

- (a) Review the job specifications and personal requirements for the position of Chief Commissioner.
- (b) Determine the key operational tasks and strategic goals/initiatives for the first three years of the new term of office.
- (c) Appoint a Nomination Committee to interview and to recommend to the Branch Executive Committee a suitable candidate for the Branch Chief Commissioner.
- (d) Nominees for the Branch Chief Commissioner are precluded from membership of the Nominations Committee. In the event that a member of the Nominations Committee becomes a candidate for Chief Commissioner, the Branch Executive will ask that person to stand down from the Committee and appoint a new member.
- (e) The Nomination Committee will:
 - (i) Consist of the President of the Branch (or Nominee), one (1) member of the Branch Executive Committee and one (1) Commissioner recommended by Operations Committee (or its future equivalent) and approved by the Branch Executive Committee.
 - (ii) Invite information from the incumbent Chief Commissioner who will not be eligible for membership of the Nomination Committee.
 - (iii) Invite suitable nominations and request written applications and advertise the position in the Branch Leader magazine and appropriate daily newspapers.
 - (iv) Report their recommendation for Chief Commissioner to the Branch Executive Committee five (5) months prior to the incumbent Chief Commissioner's end of term.
- (f) The Branch Executive Committee shall consider the Nomination Committee's recommendation and forward their recommendation for appointment together with the commencing date of the term of office to the Chief Scout of the Branch for forwarding for appointment by the Chief Scout of Australia.
- (g) After appointment by the Chief Scout of Australia, the Branch Executive Committee will notify the members of the Branch three (3) months prior to the Chief Commissioner-elect taking office.
- (h) The term of office for the Chief Commissioner will be three (3) years and, subject to a satisfactory performance review by the Branch Executive Committee, based upon the job and person specifications, will be automatically extended for a further three (3) year period at which time the appointment will expire.

- (i) The incumbent Chief Commissioner will be eligible to re-apply for appointment. If selected, the incumbent Chief Commissioner will continue in that office on the existing warrant, on the conditions outlined above.
- (j) Notwithstanding that a new Chief Commissioner may be appointed, or that the incumbent Chief Commissioner is reappointed, the terms of the Deputy Chief Commissioner (if appointed) and the Assistant Chief Commissioners will cease in six months unless reconfirmed by the Chief Commissioner.

5.3 RESIGNATION OR DEATH OF THE CHIEF COMMISSIONER

The above procedures are to apply except for the timings.

5.4 PROCEDURE FOR EARLY CANCELLATION OF APPOINTMENT

- (a) The Branch Executive Committee will establish a sub-committee to investigate any complaint that it thinks might warrant the suspension or cancellation of the Chief Commissioner's warrant. The sub-committee will report directly to the Branch Executive Committee.
- (b) The principles contained in Policy and Rules of the Scout Association of Australia 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.
- (c) If action is required, a report outlining the reasons for suspension or cancellation will be forwarded by the Branch Executive Committee to the Scout Association of Australia with a clear request and recommendation for the action desired.
- (d) All actions will be kept strictly confidential to the Branch Executive Committee.

6. INDUCTION PROCESS FOR INCOMING MEMBERS - BRANCH EXECUTIVE COMMITTEE

6.1 The Chief Executive Officer shall arrange for an introduction to the Branch Executive Committee for new Branch Executive Committee members as soon as possible after their appointment to include:

- (a) Provision of the Constitution and Regulations of the Branch.
- (b) Provision of previous Minutes of the Branch Executive Committee (at least six months).
- (c) Branch financial status.
- (d) Briefing on current and upcoming issues.
- (e) Applicable corporate governance issues.
- (f) Meetings with the President, Chief Commissioner, Vice President and CEO of the Branch.

6.2 DECLARATION OF INTEREST AND CONFLICT OF INTEREST

As part of the induction process for all BEC members, the CEO will provide a formal briefing to all new members as soon as possible after their appointment regarding their duty to declare interests that may conflict with their service on the Board of Scouts SA and to obtain a declaration from new members of any current interests that may so conflict. Additionally, the CEO will describe the following procedure:

- (a) A committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, or grant or other matter made by or in the contemplation of the Board (except if that pecuniary interest exists only by virtue of the fact that the Committee member is a Member, or is an employee of the Branch), OR a Committee member having another kind of interest that may be reasonably construed as having an adverse influence on the proper, objective and impartial performance of the Committee must:
 - (1) As soon as the Committee member becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee and
 - (2) Not take part in any deliberations or decision of the Committee with respect to that contract or 'other interest' unless the Committee specifically decides otherwise and passes a resolution to this effect.
- (b) It is generally accepted that where an interest of a 'material' nature (over \$25,000) is declared that the member with the perceived conflict will NOT take part in deliberations or decision making on the matter.
- (c) The Chairperson (or Vice Chair if the potential conflict is with the Chair) must cause every material disclosure by a Committee member and any determination made by the Chairperson to be recorded in the minutes of the Committee meeting at which the disclosure or determination is made.

7. SELECTION PROCESS FOR BEC MEMBERS - 2006

In light of the major Constitutional changes made to the Scouts Australia (SA Branch) Constitution on 21 July 2005, the BEC has further considered the selection process for a newly constituted Branch Executive Committee to satisfy the requirements of Item 1.6 of the new Constitution. This regulation pertains to the process for selection of BEC members at the 2006 AGM as follows:

- 7.1 All elected BEC members agree to stand down at the 2006 Annual General Meeting and are eligible for nomination.
- 7.2 Nominations will be called for 8 positions for election at the 2006 Annual General Meeting in accordance with the requirements of the revised Constitution. The nomination form will encourage persons nominated/nominating to consider the need for a spread of experience, eg Scouting, Legal, Financial, 'Director Level' Business, Education, Marketing.
- 7.3 To comply with Clause 1.5 of the Constitution and to structure future election of members on alternate years, the following terms are agreed for appointments at the 2006 AGM:
 - (a) President 2 years
 - (b) Vice President 1 year
 - (c) Adult Leaders (2) One for 2 years, one for 1 year *
 - (d) Supporting Members (2) One for 2 years, one for 1 year *
 - (e) Young Adults (2) One for 2 years, one for 1 year *

*These terms to be decided by the number of votes obtained by the candidates. In the event of a tie, the term will be determined by a toss of a coin.

- 7.4 For definition of 'Young Adult' see Glossary.
- 7.5 For clarification of the term 'Associate Member of Branch' see Glossary.

8 HONORARY MEMBERS

- 8.1 Honorary Member membership may be withdrawn from an individual by a resolution of the Branch Executive Committee in accordance with Article 16.2.3. *(BEC 19/6/2006)*

9 PATRONS

- 9.1 The status of 'Patron' may be withdrawn from an individual by a resolution of the Branch Executive Committee in accordance with Article 16.2.3. *(BEC 19/6/2006)*

10 Voting at the Annual General Meeting, a Special Meeting of Branch or at such times a ballot is required by the BEC

- 10.1 The Annual General Meeting (AGM), a Special Meeting of Branch or a ballot required by the BEC may be held face to face or online or by any mix of these formats. The format of meeting will be advised within the Notice of Meeting or ballot.
- 10.2 Members of Branch (as defined in Article 1.1 and 1.2) may vote by any of the following methods; online prior to the meeting, online at the meeting, in person at the meeting or by postal vote. The methods of voting applicable to a meeting or ballot will be advised at the time of issuing the Notice of Meeting or ballot.
- 10.3 Subject to any other notice requirements in the Constitution, such matter shall be submitted to each Member of Branch (Voting Member), by email or where email is not available by prepaid post in accordance with the contact details specified in member records.
- 10.4 The form of such matter or question shall be as deemed sufficient by the BEC from time to time.
- 10.5 The Voting Member shall record their vote on the matter or question so submitted, by the methods advised in the Notice of Meeting or ballot, and send the same to the CEO as Returning Officer.
- 10.6 Before a vote is taken at the Meeting, the Chair must inform the meeting whether any postal votes have been received and how many voting members have registered to vote online.
- 10.7 The decision of the majority of all Voting members by any of the voting methods shall be as binding as if the same were made in a meeting containing all Voting Members assembled.
- 10.8 To avoid doubt, this Regulation does not affect the quorum requirement in Article 1.2 of the Constitution, namely a quorum is 40 voting Members. This quorum can be validated by counting voting members actually online at the time of the meeting plus voting members physically present, depending on the format of the meeting.

End of Regulations

**TERMS OF REFERENCE BRANCH
FINANCE AND AUDIT COMMITTEE**

The Scouts Australia (SA Branch) Finance and Audit Committee is responsible to the Branch Executive Committee for the following:

- (a) Review any matters referred by the Branch Executive Committee to the Finance and Audit Committee.
- (b) Review at least quarterly, the results of the Branch, with particular emphasis on:
 - Key strategic issues in the medium to long term, to improve and maximise results.
 - Development and acquisitions.
 - Long term planning, funding and capital requirements.
 - Conformance to audit procedure.
- (c) Review all annual operating Cash Flow and Capital Budgets, and recommend approval to the Branch Executive Committee.
- (d) Review and recommend changes to the following:
 - Insurance and Self Insurance methods.
 - Superannuation Procedures.
 - Loans, Overdraft and Investment Policies.
- (e) Review production of the Annual Accounts and recommend to the Branch Executive Committee acceptance thereon.
- (f) Review all Accounting Policies adopted by the Association.
- (g) In relation to internal and external audit:
 - Review of the appointment of the external auditors and their fees
 - Review of the annual audit plan in conjunction with the external auditors
 - Review of the internal audit function when undertaken
 - Monitor implementation of the external auditor's recommendation
 - Monitor implementation of internal audit recommendations
 - Supervision of special investigations when requested by the Branch Executive Committee

**TERMS OF REFERENCE
BRANCH HUMAN ENDEAVOUR RECOGNITION COMMITTEE**

The Human Endeavour Recognition Committee (HERC) has been formed as a Standing Committee of the Branch to ensure that the outstanding contribution of its Members and Associate Members to the development of young people and adults, locally, nationally and internationally is recognised and appreciated within the Movement and throughout the general community.

Specifically, the goals of the HERC are:

- To promote and celebrate the achievements of Scouting throughout the community through appropriate recognition of its Members and Associate Members.
- To promote Scouting as a source of outstanding candidates for participation at forums, events and public occasions.
- To identify opportunities for recognition of the Branch, its Members and Associate Members and to submit appropriate nominations.
- To identify opportunities for recognition of Scouts Australia, its members and associate members and to notify the National Office and/or the relevant Branch.

The HERC will consist of a Chairman, appointed annually by the Branch Executive Committee (BEC) and no more than 8 appointees whom the Chairman will recommend to the Branch Chief Commissioner and Branch President for ratification by the BEC as soon as possible after the Branch Annual General Meeting. The HERC will meet at least four times per year, with meetings being scheduled to accord with the requirements of the various opportunities for recognition and to consider nominations in a timely fashion.

The HERC will be responsible to the BEC to:

- Generate a calendar of opportunities, awards and events appropriate to the aims and objectives of the Movement for which Scouting, its Members and Associate Members may be recognised,
- Develop and maintain a directory of outstanding people, and achievements and events from which to represent and promote Scouting,
- Recommend to the BEC the appropriate processes and guidelines for the consideration of nominations,
- Encourage appropriate nominations for recognition,
- Recommend nominations to the Branch President and Chief Commissioner,
- Ensure that nominations and citations are drafted in accordance with the guidelines of the Branch and other sponsoring bodies,
- Advise National Office and/or relevant Branches of appropriate opportunities for recognition.

- Provide assistance to members of the Branch who apply for awards which require individual applications, and
- where appropriate and possible,
 - provide families/relatives of deceased Members and Associate Members of the Branch with such information from Branch records as may be helpful for use in a eulogy or the like, and
 - arrange for the insertion of an appropriate Branch death notice and/or an obituary in the local press giving recognition of the deceased's achievements in Scouting (where occurrence has been advised and where it is accords with the family's wishes);

The HERC is to make a report to the BEC quarterly.

GLOSSARY

Associate Member of Branch - In this Constitution and its associated Regulations wherever “Associate Members of Branch” and/or “Associate Member of Branch” is mentioned, replace these terms with “Associates of Branch” or “Associate of Branch”

Branch- The organisational level responsible for the administration and welfare of the Movement within the State of South Australia.

Branch Executive Committee- The governing body of the Branch.

Branch Rover Council- The coordinating body of the Rover Section in the Branch.

District- An organisational level accountable to the community for the support and welfare of Scouting within defined boundaries.

Group- The organisational level, which delivers the Scout Program in the local community.

Group Committee- A committee which is responsible to the Group leader for supporting the delivery of Scouting in the Group, and for the management of the Group funding, property and equipment.

Group Council- A meeting of the Adult Leaders of a Group, chaired by the Group Leader, to plan and co-ordinate Scout training and activities in the Group.

HERC - Human Endeavour Recognition Committee

Leader- An adult holding a Certificate of Adult Membership in the Scouting Movement.

National Council- The governing body of The Scout Association of Australia.

National Executive Committee- A committee appointed by the National Council to manage the affairs of The Scout Association of Australia,

National Rover Council- The coordinating body for the Rover Section in Australia.

Rover Crew- The section for Rovers, in a Group or at any other level.

Scout Movement- All formations and members in Australia and worldwide.

The Association- The Scout Association of Australia.

The Scout Association of Australia- A body incorporated by the Royal Charter to have full control, in all matters of policy and practice, of the Scout Movement in Australia and its Territories.

Young Adult - A 'Young Adult' for the purposes of this Constitution and its associated Regulations means, any member between 18 and 30 years inclusive as at the Annual General Meeting of the Branch at which the specific nomination is considered.

Youth Member- Young people within the age ranges defined for each section.