



**Scouts**  
SA

**THE SCOUT ASSOCIATION OF AUSTRALIA,  
SOUTH AUSTRALIAN BRANCH  
INCORPORATED  
ABN 35 621 021 366**

**CONSTITUTION  
AND  
REGULATIONS**

**January 2024**

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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 the Members, 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 AGM 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 AGM with the Associations Incorporation Act 1985 (SA) and take place within six months after the end of the financial year of the Branch.

In 2021, the Constitution was updated to better reflect section 23A of the Associations Incorporation Act 1985 (SA) where the constitution of the Branch must include the powers of the Branch with sufficient detail and that the Branch 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'.

In 2024, the Constitution was updated again to better reflect the Branch's current business practices and to more closely align with current corporate governance standards.

## OBJECTS AND PURPOSE

The Scout Association of Australia, South Australian Branch Incorporated ABN 35 621 021 366 (Branch) 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, the late Robert Stevenson Smyth Baden-Powell, 1st Baron of Gilwell.

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.

## ABOUT THIS CONSTITUTION

This Constitution is the constitution of the Branch. Despite any other provision in this Constitution:

- if the Act prohibits a thing being done, the thing may not be done; and
- if the Act requires a thing to be done, authority is given for that thing to be done; and
- if a provision of this Constitution is, or becomes, inconsistent with the Act, that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

## ARTICLES

### 1. ARTICLE 1 – THE BRANCH

#### 1.1. Members

The members are (subject to cessation of membership in accordance with this Constitution) such persons as the Board may admit as members from time to time who meet the applicable eligibility criteria set out in this Constitution and the Regulations. There are three categories of membership: Youth Member (5-17 years), Adult Leader Member (18+) and Adult Supporter Member (18+) as defined in the Glossary.

#### **Voting Members are represented by the following:**

##### 1.1.1. Members of Branch

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 AGM (or at 'Special Meetings' as defined at clause 1.1.11) are conferred to 'Members of Branch' and 'Associate Members of Branch'.

Members of Branch are represented at the Annual General Meeting (or at Special Meetings of the Branch) by the following Voting Members (and as defined in Regulations of the Constitution):

- (i) the Chief Scout;
- (ii) the President and the Vice President of the Branch;
- (iii) Life Members of the Branch;
- (iv) Directors of the Board;
- (v) the Chief Commissioner of the Branch;
- (vi) the Deputy Chief Commissioner of the Branch (if appointed);
- (vii) Assistant Chief Commissioners of the Branch;
- (viii) Branch/Project Commissioners of the Branch
- (ix) District Commissioners of the Branch;
- (x) Honorary Commissioners appointed by the Branch;
- (xi) Branch Rover Council Chairperson;
- (xii) Group Leaders of the Branch; and
- (xiii) Rover Scouts Leaders of the Branch,

(each a 'Voting Member').

**1.1.2. Associate Members of Branch are represented at the AGM (or at Special Meetings) by the following Voting Members:**

- (i) Patrons of the Branch as appointed from time to time by the Board;
- (ii) Honorary Members; and
- (iii) The Chairperson of each Group Committee of the Branch,

(each a 'Voting Member').

**1.1.3. Voting Member**

Each Voting Member shall have one vote at a meeting of the Branch. The chairperson of the meeting shall have a casting vote as well as a deliberative vote. No member shall vote by proxy. A quorum for an AGM or Special Meeting shall consist of twenty-five (25) Voting Members. If within 30 minutes after the time appointed for the meeting, a quorum of Voting Members is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Voting Members then present shall form a quorum.

**1.1.4. Register of Members**

A register of Members must be kept and contain in relation to each Member:

- (a) name and address;
- (b) electronic mail address;
- (c) phone number;
- (d) the date on which each Member was admitted to, or resigned from, the Branch; and
- (e) the date of and reason(s) for termination of membership (if applicable).

**1.1.5. Meetings of the Branch**

The Branch shall have an AGM, which shall take place no later than six (6) calendar months after the end of the Financial Year of the Branch aligned with the Act. The place and date of the AGM shall be decided by the Chief Executive Officer and approved by the Board. The Branch shall provide at least thirty (30) days' notice of the AGM to all Members listed in the register of the Members. At least fourteen (14) days' notice of any Special Meeting shall be given to the Members of the Branch (except where an amendment to this Constitution is proposed, where at least twenty-one (21) days' notice is required). Notice of a meeting must be given to Members in writing and must specify where and when the meeting will be held and the particulars of the nature and order of the business to be transacted at the meeting. The notice may be given personally, or by sending it by email or post to the address appearing in the register of Members. 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.

**1.1.6. The business of the AGM shall be (in no particular order) to:**

- (a) receive and consider the Annual Report for the immediately preceding Financial Year;
- (b) receive and consider the Accounts for the immediately preceding Financial Year;
- (c) confirm the minutes from the preceding Annual General Meeting and any Special Meetings;
- (d) confer on any matters that may be brought before the meeting;
- (e) appoint an auditor;
- (f) elect Directors of the Board as shall be necessary; and
- (g) transact any other business as herein provided.

**1.1.7. Virtual Meeting Technology**

The Board may determine that a meeting of the Voting Members is to be held wholly or partly using Virtual Meeting Technology, in lieu of or in addition to being held at one or more physical venues, in which case the following shall apply:

- (a) If a meeting of Voting Members is held by Virtual Meeting Technology:
  - (i) the meeting will be deemed to be held at the place agreed on by the Board; and
  - (ii) a Voting Member will be taken to be present unless the Voting Member states to the chairperson of the meeting that he or she is disconnecting his or her communication device; and

- (iii) all the provisions relating to meetings of Voting Members apply, so far as they can and with any necessary changes, to meetings conducted using Virtual Meeting Technology.

#### **1.1.8. Director Elections**

Subject to clause 1.1.9

- (a) One Young Adult Member Director, two Adult Leader Directors shall be elected by the Voting Members to the Board at the AGM every three years.
- (b) One Young Adult Member Director and two Adult Leader Directors shall be elected to the Board by the Voting Members every three years or at such other intervals as may be determined by the Board with the objective of ensuring that the terms of office of the Directors are appropriately staggered.

#### **1.1.9. Elected Term**

Elected Directors of the Board shall be elected for terms of three (3) years, except that in the case of an election to fill any vacancy caused by a resignation, death or incapacity, such person so elected shall hold office for a term of one (1) year. Elected Directors of the Board shall commence their terms of office at the conclusion of the AGM at which they were elected. Independent Directors are to be appointed by the Board in line with specific skills required and may be an Adult Leader. The Board to advise the membership of appointed Independent Directors post AGM.

#### **1.1.10. Chief Scout**

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 Voting Members present at the meeting shall have the power to elect from amongst themselves a chairperson for that meeting.

#### **1.1.11. Special Meeting**

A Special Meeting shall be called at any time by the Chief Executive Officer at the request of the President or the Chief Commissioner or twenty-five (25) Voting Members. All business transacted at a Special Meeting shall be deemed special. All special business must be notified to the Voting Members on the notices convening the meeting at which such business is to be transacted.

### **1.2. Powers, functions and duties of the Branch**

The Branch shall have all the powers conferred by section 25 of the Act to further the objects and purpose of the Branch. In addition, and without prejudice to the powers conferred by section 25 of the Act, the Branch may:

- (a) raise and obtain money by means of subscriptions, fees, business and commercial activities of any kind;
- (b) invest and deal with the funds of the Branch in such manner as the Board may determine from time to time;
- (c) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements for the purpose of giving effect to the objects and purpose of the Branch; and
- (d) do all such other lawful things as are incidental to the exercise of any other power of the Branch.

### **1.3. Minutes of meetings**

- (a) The Branch must keep minute books in which it records within one month:
  - (i) proceedings and resolutions of meetings of the Voting Members;
  - (ii) proceedings and resolutions of meetings of the Board;
  - (iii) proceedings and resolutions of meetings of the Committees of the Board;
  - (iv) resolutions passed by Voting Members without a meeting;
  - (v) resolutions passed by the Board without a meeting; and
  - (vi) declarations of every material disclosure by a Director.

- (b) The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chairperson of that meeting or by the chairperson of the next meeting.
- (c) The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- (d) The Board must ensure that minutes of each declaration of material disclosure are entered into the minute books and signed by a Director within a reasonable time after the declaration is made.
- (e) Minutes that are so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

## **2. ARTICLE 2 – THE BOARD**

### **2.1. Composition**

#### **2.1.1. The Board shall be comprised of up to 11 members including:**

- (a) the Chief Commissioner (or in the Chief Commissioner's absence, an Adult Leader nominated by the Chief Commissioner in writing, with the consent of the Board, to act as the Chief Commissioner's alternate for a specified period);
- (b) four Adult Leader Directors;
- (c) four Independent Directors;
- (d) two Young Adult Member Directors;
- (e) all additional members, outside the formal Board structure, for specific matters of enquiry will be appointed under an arrangement of temporary contribution of subject matter expertise at the Board's discretion (per clause 2.1.5(e));
- (f) the eleven members are inclusive of the President and Vice President who are appointed by the Board.

#### **2.1.2. Role of the Board**

- (a) The organisation, control and management of the affairs of the Branch shall be vested in the Board, which may exercise all such powers (including the power of delegation) and do all such acts and things as are within the objects and purpose of the Branch and are not under this Constitution or by law required to be done by the Branch in general meeting, provided that no change is made in the general spirit of the Scout 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.
- (b) The Board may delegate any of its powers (including this power to delegate) to a committee, attorney or agent, for any purpose, for any period of time and on any terms the Board determines. The Board may revoke or vary such delegation, subject to the terms of this Constitution.
- (c) Nothing in clause 2.1.2(a) shall be construed as limiting the powers and duties of the Chief Commissioner, as delegated by the Board, who has the responsibility to the Board for all uniformed Scouting activities in the Branch in accordance with this Constitution.
- (d) The Board shall have power to appoint or discharge, in its absolute discretion, such officers, secretaries, agents and/or employees as are required to carry out the affairs of the Branch upon such terms as the Board determines (subject to this Constitution and applicable law), and to delegate any of its powers to such officers, secretaries, agents and/or employees.
- (e) The Board shall appoint a public officer of the Branch as required by the Act, who will hold office for such time as the Board determines.
- (f) The Board shall consider and endorse the Accounts and Annual Report following recommendation from the Finance and Audit Committee and endorse for signature and tabling to the Voting Members at the AGM.

#### **2.1.3. Meetings of the Board**

- (a) The President (or in the President's absence, the Vice President) shall preside at all meetings of the Board. In the absence of the President and the Vice President from any Meeting, the Board may elect from amongst its Directors a chairperson for that meeting.

- (b) Each Director of the Board shall have one (1) vote at a meeting of the Board. The chairperson shall have a casting vote as well as a deliberate vote. Questions and resolutions arising at a Board meeting must be decided by a majority of votes. No member shall vote by proxy. A quorum shall consist of two-thirds of the total number of Directors of the Board.
- (c) The Board 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. A meeting of the Board may be held wholly or partly using any technology consented to by all the Directors, in lieu of or in addition to being held at one or more physical venues, and the following shall apply:
  - (i) the consent may be a standing one;
  - (ii) if a meeting of the Board is held by telephone link-up or other contemporaneous audio- or audio-visual communication:
    - the meeting will be deemed to be held at the place agreed on by the Directors attending that meeting; and
    - a Director will be taken to be present unless the Director states to the chairperson that he or she is disconnecting his or her telephone or communication device; and
  - (iii) all the provisions relating to Board meetings apply, so far as they can and with any necessary changes, to meetings conducted using such telephone or other virtual meeting technology.
- (d) The President may call a meeting of the Board on the request of any Director or the Chief Executive Officer.
- (e) A Director having a direct or indirect pecuniary interest in a contract or proposed contract with the Branch must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The Director must disclose the nature and extent of his or her interest in the contract at the next AGM.

#### **2.1.4. Written resolutions of the Board**

The Board may pass a resolution without a meeting being held if all of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Director signs. A document produced by electronic means under the name of a Director, with the Director's authority, will be considered to be a document in writing signed by the Director. Passage of the resolution must be recorded in the Branch's minute book.

#### **2.1.5. Appointment of Directors**

- (a) The Board shall advise the Branch of its nominations for Elected Directors of the Board to be elected at each AGM. All nominations shall be supplied to the Chief Executive Officer not less than six (6) weeks prior to the date of the AGM. When nominating persons for election to office as an Elected Director, the Board shall have regard to (via a skills matrix):
  - (i) the skills, experience and attributes of the current Board as a whole;
  - (ii) the current and future strategies and objectives of the Board and the skills, experience and attributes that the Board considers are necessary or desirable in pursuit of those strategies and objectives;
  - (iii) general corporate governance best practice; and
  - (iv) such other factors as the Board determines.
- (b) The Board shall have the ability to determine the process to appoint Independent Directors.
- (c) The Board to advise the membership of appointed Independent Directors post AGM.
- (d) The Board shall have the power to fill any vacancy that may occur in the Board (and, if applicable, any corresponding vacancy on a committee of the Branch and any Board or committee of a subsidiary of the Branch) for the period until the following AGM.
- (e) The Board shall have the power to appoint additional members for specific matters of enquiry under an arrangement of temporary contribution of subject matter expertise for a term of not more than one (1) year.



### **2.1.6. Vacation of office**

- (a) The office of a Director (and, if applicable, any position on a committee of the Branch and any board or committee of a subsidiary of the Branch) shall be vacated if:
- (i) the Director dies, becomes bankrupt or insolvent;
  - (ii) the Director becomes mentally incapacitated or otherwise permanently incapable of acting;
  - (iii) the Director resigns in writing from office;
  - (iv) the Board by a majority of two-thirds of its appointed Directors resolves, at a meeting duly convened, and in the notice of which was given of such proposal, that a Director shall cease to be Director and the office held by that Director on the Board shall thereupon become vacant. The Board must give the relevant Director an opportunity to be heard or to make a written submission at the relevant meeting;
  - (v) the Director is convicted of any criminal offence;
  - (vi) the Director is disqualified from being a responsible person by the ACNC Act;
  - (vii) the Branch, at a General Meeting, removes the Director by majority vote; or
  - (viii) the Director, without leave or notification to the Board, fails to attend three (3) meetings of the Board in a Financial Year.
- (b) The President shall arrange for the introduction of newly elected and appointed Directors through a formal induction process (Article 8 of the Regulations).

## **3. 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 Board and such a representative shall be entitled to raise any matter as though a Director, but the representative shall not have the right to vote.

## **4. ARTICLE 4 – COMMITTEES OF THE BOARD**

- 4.1. The Board shall establish by Regulations pursuant to Article 16 hereof, such Committees of the Board as are necessary or desirable for the proper control, management and advancement of the Branch.
- 4.2. Each Committee of the Board shall report regularly to the Board through its chairperson. The Board may establish terms of reference (TOR) for each Committee of the Board and may amend them from time to time. The Board may refer certain matters or questions to a Committee of the Board for advice or recommendation.
- 4.3. At the first meeting of the Board held after the AGM each year, the Board shall appoint to each Committee of the Board a chairperson and at least four and not more than eight persons (one of which is to be a Director) to be members of each Committee of the Board for the ensuing year. Such persons shall be chosen (via a skills matrix) who have professional, commercial or other qualifications, skills or expertise in fields appropriate to the roles of the Committee of the Board. Members of Committees of the Board need not be Directors or Members of Branch.
- 4.4. At the Board's discretion, the President, Chief Commissioner and Chief Executive Officer shall be appointed discretionary non-voting members of the Committees of the Board. This is to be reflected within the TOR of these Committees.
- 4.5. Each Committee of the Board shall meet at such times and places as it determines, subject to any directions given to it by the Board. Each member of a Committee of the Board shall have one vote, and the chairperson of the Committee of the Board 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 committee involving Branch assets, real property or which carry financial implications for the Branch, including major events nominated by the Board, are to be presented to the Board for approval before implementation. Any amendments to the total budget expenditure of that Committee of the Board of over 5% must be referred to the Board for approval. The Board 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 committee members appointed to the Committee of the Board.

## **5. ARTICLE 5 – OTHER COMMITTEES OF THE BOARD**

The Board shall have power at any regular meeting to appoint Other Committees of the Board for specific purposes. All such Other Committees of the Board shall have power to do all such things as the Board shall direct. The provisions contained at clause 4.5 apply to all Other Committees of the Board.

## **6. ARTICLE 6 –CONSULTANTS AND ADVISERS**

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

## **7. ARTICLE 7 – ADULT LEADERSHIP**

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

## **8. ARTICLE 8 – CHIEF EXECUTIVE OFFICER**

8.1. The Board 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 Board 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 Board through the President.

8.2. The Chief Executive Officer is to:

- (a) On behalf of the Board, oversee and direct, all Branch business, commercial and fiducial dealings (except that per clause 2.1.2c, nothing in this clause shall be construed as limiting the powers and duties of the Chief Commissioner who has the responsibility to the Board for all uniformed Scouting activities of the Branch in accordance with this Constitution).
- (b) On behalf of the Board, superintend and manage Branch staff. The Chief Commissioner shall have directive control in consultation with the Chief Executive Officer and the Manager (or similar) of Member Services over staff assigned to him/her by the Board.
- (c) Be accountable in preparing and submitting to the Board, for its approval, an annual Branch operating budget, and once approved, oversee the implementation of 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 Board.
- (d) Be accountable in keeping the minutes of all meetings of the Board and Committees of the Board.
- (e) Be accountable in submitting to the Board, for its approval, the Annual Report each year to be presented in its name at the AGM. The Annual Report shall also be forwarded to the National Chief Executive of The Scout Association of Australia with a copy of the Accounts. With the approval of the Board, the Chief Executive Officer may provide to the National Executive Committee such other information as the National Executive Committee may from time to time request.
- (f) Be accountable to submit at the Annual General Meeting the Accounts approved by the Board and duly audited by auditor(s) appointed as specified in Article 9.
- (g) Perform all such other duties as may be prescribed by this Constitution or by the Board or as required in the day-to-day operation and management of the Branch including commercial operations.

## **9. ARTICLE 9 – FINANCIAL REPORTING AND AUDITORS**

9.1. The Branch shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Branch in accordance with the Act.

9.2. The Branch shall follow as closely as possible the relevant procedures applicable to a “prescribed association” within Part 4 Division 2 (Accounts and Audit of Prescribed Associations) of the Act. The Accounts endorsed by the Board and signed by Directors, including the auditor’s report on the Accounts, the Board’s statement and the Board’s report, shall be laid before the Voting Members at the AGM.

9.3. At each AGM, the Voting Members present shall appoint a person or company as the auditor of the Branch.

- 9.4. A person or company so appointed shall hold office until the next succeeding AGM after that at which they are appointed, and are eligible for reappointment.
- 9.5. If a casual vacancy occurs in the office of the auditor during the course of a Financial Year of the Branch, the Board may appoint another person or company as the auditor, holding such office until the next succeeding AGM.

## **10. 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 Scout 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 the AGM, and then only on the recommendation of the Board, and with the consent of two-thirds of the Voting 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 AGM as provided by clause 1.1.5 hereof.
- 10.4. A Certificate and Badge in such form and in such terms as may be approved by the Board, 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 Board.

## **11. ARTICLE 11 – FUNDS**

- 11.1. 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 Board solely in furthering the objectives of the Branch and no portion will be distributed directly or indirectly to Members except:
- (a) in payment of expenses incurred by a Director or Member on behalf of the Branch; or
  - (b) in payment as bona fide remuneration to any officers or employees or to any Director or Member for services actually rendered or goods actually supplied by them to in the ordinary course of business of the Branch.

## **12. ARTICLE 12 – PROPERTY**

- 12.1. All real and personal property held by or on behalf of or in trust for the Branch, or any Area Council, District, Group, Section or Committee in South Australia shall be vested in the Branch and shall be held and dealt with by the Board as it thinks fit solely to further the objectives of the Branch, but subject to the provisions of The Australian Boy Scouts Association, South Australian Branch Act 1969 (as amended) and no portion will be distributed directly or indirectly to the Member except:
- (a) in payment of expenses incurred by a Director or Member on behalf of the Branch; or
  - (b) in payment as bona fide remuneration to any officers or employees or to any Director or Member for services actually rendered or goods actually supplied by them to in the ordinary course of business of the Branch.

## **13. ARTICLE 13 – RESIGNATION AND REMOVAL – MEMBERS**

- 13.1. Director of the Board shall cease to be a Director thereof as per clause 2.1.6.
- 13.2. Member of Branch or Associate Member of Branch shall cease to be a Member of Branch thereof if:
- (a) the member dies;
  - (b) the member resigns in writing;

- (c) the Board by a majority of two-thirds of its elected and appointed Directors resolves, at a meeting duly convened, and in the notice of which was given such a proposal, that a member of the Branch shall cease to be a member on the grounds that, in the opinion of the Board, the member is guilty of dishonourable conduct or conduct likely to bring the Branch into disrepute, provided the member is given an opportunity to be heard or to make a written submission at the relevant meeting;
- (d) the member is convicted of a criminal offence which subsequently results in the withdrawal of 'Adult Membership' by the Chief Commissioner or other membership by the Board.
- (e) the Director, without leave or notification to the Board, fails to attend three (3) meetings of the Board in a Financial Year

#### **14. ARTICLE 14 – INDEMNITY AND INSURANCE**

14.1. To the extent permitted by the Act, the Branch:

- (a) shall indemnify each person who is or has been a Director or other officer of the Branch against any liability the person incurs as a Director or other officer of the Branch, save and except for such as may have been occasioned by the person's own wilful act, negligence, unlawful action or default; and
- (b) may pay a premium for a contract insuring such persons against such liability. Any such contract for insurance may include coverage for negligence and for reasonable costs and expenses incurred by the person in defending legal proceedings, whether civil or criminal, and whatever their outcome.

14.2. Without limiting clause 14.1, 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.

14.3. 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 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.

14.4. For the purposes of this Article, the term 'member' means any officer, employee, member or voluntary worker of the Branch.

#### **15. ARTICLE 15 – ALTERATION TO CONSTITUTION**

15.1. No alteration shall be made to this Constitution except by resolution of the Branch and then only on the recommendation of the Board and with the consent of two-thirds of the Voting Members present at the meeting at which the proposed alteration shall have been considered.

15.2. Notice of any proposed alteration shall be sent to the Chief Executive Officer not later than two (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 twenty-one (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.

#### **16. ARTICLE 16 – REGULATIONS**

16.1. The Board shall have power to make Regulations not inconsistent with this Constitution, which the Board may deem necessary or convenient for carrying out the purposes of the Scout Movement in South Australia.

16.2. Such Regulations shall be made by providing written notice of any proposed Regulation(s) at least ten (10) working days prior to a meeting of the Board and shall only be adopted by a resolution of the Board. Regulation(s) will not be adopted before the regular meeting of the Board next occurring after the first mentioned meeting.

16.3. The Board shall, in like manner, have power to amend or rescind any Regulation(s).

- 16.4. Without limiting the generality of clause 16.1 or 16.3, the Regulations may make provisions for the following matters:
- (a) The proceedings of the Board;
  - (b) The establishment of Committees of the Board referred to in Article 4 of this Constitution and the Terms of Reference, duties and responsibilities of such committees;
  - (c) The Terms of Reference, duties and responsibilities of Other Committees of the Board established under Article 5;
  - (d) The real and personal property referred to in Article 12 including:
    - (i) the manner in which such property may be acquired, held, used, dealt with and disposed of;
    - (ii) the manner in which money may be raised on the security of any such property; and
    - (iii) requiring the transfer, assignment and conveyance to the Board of any such property which is vested in any other person or persons on its behalf;
  - (e) Nomination procedure for the Chief Commissioner.
  - (f) Standing Orders for all meetings.

## **17. ARTICLE 17 – WINDING UP**

- 17.1. The Branch may be wound up in the manner provided for in the Act.
- 17.2. 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.
- 17.3. On winding up, any surplus assets must be distributed to another not-for-profit association with similar objects to the Branch, chosen by:
- (a) The Board on or before the winding up; or
  - (b) If the Board does not make that decision, any Court with the jurisdiction; provided that:
    - (i) such other body shall also prohibit the distribution of income and property to the Members to the extent stated in this Article;
    - (ii) 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
    - (iii) if the Branch shall have been registered pursuant to the ACNC Act then such other body shall also be registered.

## **18. ARTICLE 18 – INTERPRETATION**

Throughout this Constitution, unless the context otherwise requires:

- (a) headings are for ease of reference only and do not affect the construction of this Constitution;
- (b) singular includes the plural and vice versa;
- (c) pronouns of either the masculine or feminine gender shall include the other;
- (d) reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;
- (e) reference to 'this Constitution' is a reference to this document and includes the sections titled 'Objects and Purpose', 'About this Constitution', 'Articles', 'Regulations' and 'Glossary', and any schedule, annexure or appendix;
- (f) reference to a clause, paragraph, schedule, annexure or appendix is to a clause or paragraph of, or schedule, annexure or appendix to, this Constitution;
- (g) if a thing is to be done on a day which is not a business day in South Australia, it must be done on the next business day in South Australia;
- (h) another grammatical form of a defined expression has a corresponding meaning; and
- (i) an expression defined in the Act has the meaning given by the Act.

*End of Constitution*

## **REGULATIONS**

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

#### **Terms of Reference**

Article 16 as set out in the Constitution.

- “16.1 The Board shall have power to make Regulations not inconsistent with this Constitution, which the Board may deem necessary or convenient for carrying out the purposes of the Scout Movement in South Australia.*
- 16.2 Such Regulations shall be made by providing written notice of any proposed Regulation(s) at least ten (10) working days prior to a meeting of the Board and shall only be adopted by a resolution of the Board. Regulation(s) will not be adopted before the regular meeting of the Board next occurring after the first mentioned meeting.*
- 16.3 The Board shall, in a 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 the 30th day of September each year.

#### **2. COMMITTEES OF THE BOARD**

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

#### **3. PATRONS**

- 3.1. The Board 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 the Branch in South Australia.
- 3.2. The Board will review this category of membership annually at its sole discretion.
- 3.3. The status of ‘Patron’ may be withdrawn from an individual by a resolution of the Board.

#### **4. HONORARY MEMBERS**

- 4.1. The Board may confer Honorary Membership of the Branch upon any Director or person who is serving on a Committee of the Board 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.
- 4.2. A person who is an Honorary Member by reason of appointment as a Director or membership of a Committee of the Board is entitled to hold that Honorary Membership only while a Director or member of that Committee of the Board (as the case may be).
- 4.3. 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 (1) year or a time at the discretion of the Board or whichever occurs first.
- 4.4. Honorary Membership may be withdrawn from an individual by a resolution of the Board.

#### **5. LIFE MEMBERSHIP**

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

- 5.1. A person considered to have given distinguished service to the Scout Movement meriting Life Membership should be investigated from the following categories:
- 5.1.1. Have given a minimum of 25 years total active service to the Scout Movement in any position - e.g. Adult Leader, Committee member or other supporter.
- 5.1.2. Have satisfied the current Branch Adult Membership application procedures.
- 5.2. Life Members will not be required, but may be invited, to pay annual fees.

- 5.3. Life Membership may be withdrawn by the Board if:
  - 5.3.1. The Life Member is convicted of a criminal offence, or
  - 5.3.2. The Life Member acts in a manner which, in the absolute discretion of the Board, is not according to the Principles of the Scout Association of Australia or is not in keeping with the Scout Law and Promise, or
  - 5.3.3. By a resolution of the Board for any other reason, in accordance with clause 13.2(c).

**6. SUPPORTING MEMBERS**

- 6.1. The Branch may confer membership to a supporting member who demonstrates to the satisfaction of the Board 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 6.6 of the Regulations.
- 6.2. Supporting Members of the Branch as appointed under the Regulations shall be regarded as ‘Adult Supporters’. Supporting Members do not have voting rights at the AGM (or at Special Meetings) unless as articulated in Article 1.1.1 or 1.1.2, or they are a Director of the Board.
- 6.3. Supporting Member membership may be withdrawn from an individual by a resolution of the Board.
- 6.4. A Supporting Member may be appointed by resolution of the Board 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 Board in accordance with clause 13(3).
- 6.5. **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
    - 6.5.1. The promotion of the principles of discipline, loyalty and good citizenship.
    - 6.5.2. The presentation and fostering of the principles of Scouting as founded by the late Chief Scout of the World, Lord Baden Powell.
    - 6.5.3. The promotion of Scouting in South Australia and throughout the World.

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

- 6.6. 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 Board.

**7. NOMINATION, SELECTION, RESIGNATION, CANCELLATION PROCEDURES FOR CHIEF COMMISSIONER**

- 7.1. 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 Board made through the Branch Chief Scout if appointed, otherwise through the Chief Commissioner of Australia”.
- 7.2. Selection Process
 

Nine (9) months prior to the end of the term the office of the incumbent Chief Commissioner, the Board shall:

  - 7.2.1. Review the job specifications and personal requirements for the position of Chief Commissioner.
  - 7.2.2. Determine the key operational tasks and strategic goals/initiatives for the first three (3) years of the new term of office.
  - 7.2.3. Appoint a Nomination Committee to interview and to recommend to the Board a suitable candidate for the Branch Chief Commissioner.
  - 7.2.4. 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 Board will ask that person to stand down from the Committee and appoint a new member.

- 7.2.5. The Nomination Committee will:
  - 7.2.5.1. Consist of the President of the Branch (or Nominee), one (1) member of the Board and one (1) Commissioner recommended by Chief's Council (or its future equivalent) and approved by the Board.
  - 7.2.5.2. Invite information from the incumbent Chief Commissioner who will not be eligible for membership of the Nomination Committee.
  - 7.2.5.3. Invite suitable nominations and request written applications and advertise the position in the appropriate daily newspapers.
  - 7.2.5.4. Report their recommendation for Chief Commissioner to the Board five (5) months prior to the incumbent Chief Commissioner's end of term.
- 7.2.6. The Board 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.
- 7.2.7. After appointment by the Chief Scout of Australia, the Board will notify the Members three (3) months prior to the Chief Commissioner-elect taking office.
- 7.2.8. The term of office for the Chief Commissioner will be three (3) years and, subject to a satisfactory performance review by the Board and agreement by that Chief Commissioner, 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.
- 7.2.9. 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.
- 7.2.10. 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 (6) months unless reconfirmed by the Chief Commissioner.
- 7.3. Resignation or death of the Chief Commissioner. The above procedures are to apply except for the timings.
- 7.4. Procedure for early cancellation of appointment
  - 7.4.1. The Board 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 Board.
  - 7.4.2. 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.
  - 7.4.3. If action is required, a report outlining the reasons for suspension or cancellation will be forwarded by the Board to the Scout Association of Australia with a clear request and recommendation for the action desired.
  - 7.4.4. All actions will be kept strictly confidential to the Board.

## **8. INDUCTION PROCESS FOR INCOMING MEMBERS – THE BOARD**

- 8.1. The President shall arrange for an introduction to the Board for new Directors as soon as possible after their appointment to include:
  - 8.1.1. Provision of the Constitution and Regulations of the Branch.
  - 8.1.2. Provision of previous minutes of the Board (at least six (6) months).
  - 8.1.3. Branch financial status.
  - 8.1.4. Briefing on current and upcoming issues.
  - 8.1.5. Applicable corporate governance issues.
  - 8.1.6. Meetings with the Chief Commissioner, Chief Executive Officer, Vice President and Governance Manager of the Branch.



## 8.2. Declaration of interest and conflict of interest

As part of the induction process for all Directors, the President will provide a formal briefing to all new Directors as soon as possible after their appointment and the President will provide the members with requirements 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 Directors of any current interests that may so conflict. Additionally, the President will describe the following procedure:

- 8.2.1. A Director 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 Director is a Member, or is an employee of the Branch), OR a Director having another kind of interest that may be reasonably construed as having an adverse influence on the proper, objective and impartial performance of the Board must:
  - 8.2.1.1. As soon as the Director becomes aware of that interest, disclose the nature and extent of his or her interest to the Board and
  - 8.2.1.2. Not take part in any deliberations or decision of the Board with respect to that contract or 'other interest' unless the Board specifically decides otherwise and passes a resolution to this effect.
- 8.2.2. It is generally accepted that where an interest of a 'material' nature (over \$25,000) is declared that the Director with the perceived conflict will NOT take part in deliberations or decision making on the matter.
- 8.2.3. The Chairperson (or Vice Chair if the potential conflict is with the Chair) must cause every material disclosure by a Director and any determination made by the Chairperson to be recorded in the Minutes of the Board meeting at which the disclosure or determination is made.

## 9. **VOTING AT THE ANNUAL GENERAL MEETING, A SPECIAL MEETING OR AT SUCH TIMES A BALLOT IS REQUIRED BY THE BOARD**

- 9.1. The Annual General Meeting (AGM), a Special Meeting or a ballot required by the Board may be held face to face or online using Virtual Meeting Technology in lieu of or in addition to being held at one or more physical venues or by any mix of these formats. The format of meeting will be advised within the Notice of Meeting or ballot.
- 9.2. Voting Members 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.
- 9.3. Subject to any other notice requirements in the Constitution, such matter shall be submitted to each Voting Member by email or where email is not available by prepaid post in accordance with the contact details specified in member records.
- 9.4. The form of such matter or question shall be as deemed sufficient by the Board from time to time.
- 9.5. 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 Chief Executive Officer as Returning Officer.
- 9.6. Before a vote is taken at the meeting, the chairperson must inform the meeting whether any postal votes have been received and how many voting members have registered to vote online.
- 9.7. 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.
- 9.8. To avoid doubt, this Regulation does not affect the quorum requirement in clause 1.1.3 of the Constitution, namely a quorum is twenty-five (25) 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*

## APPENDIX A: Membership Definitions

<b>Membership Type</b>	<b>Definition</b>
Chief Scout	Honorary Member
President	Adult Member
Vice President	Adult Member
Life Member	Life Member
Directors of the Board	Adult Leader /Adult Supporter
Chief Commissioner	Adult Leader appointed by the Board
Deputy Chief Commissioner	Adult Leader appointed by the Chief Commissioner
Assistant Chief Commissioner	Adult Leader appointed by Chief Commissioner
Branch and Project Commissioner	Adult Leader appointed by Chief Commissioner
District Commissioner	Adult Leader appointed by Chief Commissioner
Honorary Commissioners	Adult Leader appointed by the Board
Branch Rover Council Chairperson	Rover Scouts appointed by Branch Rover Council
Group Leaders of Branch	Adult Leader appointed by District Commissioner
Rover Scouts Leaders of the Branch	Rover Scouts appointed by Rover Scouts
Patrons of the Branch	Appointed from time to time by the Board
Honorary Members (as per clause 4)	Honorary Member as per clause 4 of the Regulations
Chairperson of each Group Committee of the Branch	Adult Member/Adult Supporter appointed by the Group Leader

## GLOSSARY

In this Constitution and Regulations, the following capitalised terms have the meaning described below, unless the context otherwise requires.

**Accounts** Accounts of the Branch as prescribed by the Act.

**Adult Member** Persons 18 years and over, who have made the commitment of wearing of the uniform, undertaking training requirements and are eligible for awards and include a) Rover Scouts, b) Venturer Scouts (18yo), c) Adult Leaders (including Commissioners/Advisors), d) Adult Supporters, e) Scout Fellowship; f) Life Members/Honorary Members and g) staff. Those members in classification d-g may either be invested as Scouts by accepting the commitment of the Scout Promise and agreeing to abide by the Code of Ethics and Code of Conduct or be non-invested members making a commitment to the Values of the Association. Those members in classification c-g are provided a role description as prescribed in the Adults in Scouting Standard. All Adult Members are required to undertake mandatory training.

**Adult Leader (including Commissioners/Advisors)** Persons appointed to a leadership role to support the non-formal education of young people or in the management of Leaders in Scouts Australia at Group, District, Region, Branch or National levels. Adult Leaders are invested by accepting the commitment of the Scout Promise, agreeing to abide by the Code of Ethics and Code of Conduct and are current members of a Branch according to Branch rules.

**Adult Supporter/Supporting Member (including Adult Helper and Committee Member)** Persons appointed to assist Adults in the Adult Leader category in the delivery of the Youth Program on a regular basis and/or providing service to Scouting through membership of committees at a Group, District, Region, Branch or National level.

**Act** The Associations Incorporation Act 1985 (SA).

**ACNC Act** The Australian Charities and Not-for-Profits Commission Act 2012 (Cth).

**AGM** Annual General Meeting– means the yearly meeting of Voting Members held in accordance with clause 1.1.5.

**Annual Report** A document that provides an overview of the Branch activities, performance and achievements for the Financial Year, and reports from employees of the Branch about the affairs of the Branch (including finances and governance) for the Financial Year.

**Associate Members of Branch** An 'Associate Member of Branch' is a person over the age of 18 years who supports the objects and purpose of the Branch but who may not have made the commitment of the Scout Promise and Law.

**Board** The governing body of the Branch and the committee of the association as defined in the Act.

**Branch** The incorporated association known as The Scout Association of Australia, South Australian Branch Incorporated ABN 35 621 021 366, being the organisational level responsible for the administration and welfare of the Scout Movement within the State of South Australia, which has the objects and purposes, powers, functions and duties set out in this Constitution and prescribed by the Act and applicable law. It is also the South Australian Branch for the purposes of the Royal Charter of the Australian Boy Scouts Association.

**Branch Rover Council** The coordinating body of the Rover Scout Section of the Branch.

**Chairperson of each Group Committee of the Branch** an Adult Member or Adult Supporter.

**Chief Commissioner** The person appointed by the Chief Scout of Australia, on the recommendation of the Board, to perform the duties of the Chief Commissioner of the Branch in accordance with this Constitution and the Regulations.

**Chief Executive Officer** The person appointed by the Board to perform the duties of the executive officer of the Branch in accordance with this Constitution.

**Committees of the Board** A committee established by Regulations in accordance with Article 4.

**Contributor and Visitor** These are persons or organisations whose contribution to Scouting is recognised but are not members of the Association. Contributors and Visitors do not have a formal role requiring them to make a commitment to the Association however an acceptance of the Association's Values is expected.

**Constitution** The constitution of the Branch as approved by the Members from time to time.

**Director** Member of the Board appointed or elected pursuant to this Constitution and is a member of the Committee of the Association for the purposes of the Act.

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

**DGR Law** Division 30 of the Income Tax Assessment Act 1997 (Cth).

**Elected Director** A Director elected by the Voting Members in accordance with clause 1.1.8.

**Financial Year** Has the meaning given in clause 1 of the Regulations.

**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 coordinate Scout training and activities in the Group.

**HERC** Human Endeavour Recognition Committee.

**Honorary Commissioner** An Adult Leader appointed by the Board see Appendix A.

**Honorary Members** As per clause 4 of the Regulations.

**Independent Director** Director appointed by the Board.

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

**Life Members** Adults appointed in accordance with the rules and procedures of Scouts Australia and its Branches in recognition of long and distinguished service and/or support to Scouting.

**Member** The members are (subject to cessation of membership in accordance with this Constitution) such persons as the Board may admit as members from time to time who meet the applicable eligibility criteria set out in this Constitution and the Regulations. There are three categories of membership: Youth Member (5-17 years), Adult Leader Member (18+) and Adult Supporter Member (18+) as defined in the Glossary.

**Member of Branch** A person over the age of 18 years who is currently invested as a 'Scout' and who has accepted the commitment of the Scout Promise and Law. Members of Branch are represented at the Annual General Meeting (or at Special Meetings of the Branch) by Voting Members as defined in the Constitution and Regulations to the Constitution.

**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 Scouts Australia.

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

**Other Committees of the Board** A committee appointed by the Board in accordance with Article 5. Excludes operational committees or working groups.

**Patrons** As appointed from time to time by the Board (clause 3 of the Regulations).

**Regulations** As made by the Board per clause 16 as set out in the Constitution.

**Rover Scouts** The section for Rovers, in a Scout Group or Unit at any other level.

**Scouts Australia** The Scout Association of Australia.

**Scout Fellowship** Persons affiliated with a Fellowship (Group/District/Region/Branch) attached to a Formation of Scouts Australia. Scout Fellowship members are invested by accepting the commitment of the Scout Promise, agreeing to abide by the Code of Ethics and Code of Conduct and are current Members of Branch according to Branch rules.

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

**Special Meeting** A meeting of Voting Members, other than an AGM, called in accordance with clause 1.1.11.

**Special Resolution** Has the same meaning as in the Act.

**Staff** Employees of a Branch or Scouts Australia through an employment arrangement recognised under the Fair Work Act 2009 (Cwlth).

**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, trading as Scouts Australia.

**Venturer Scouts** A Venturer Scout who has had their 18th birthday and not progressed to Rover Scouts in accordance with National Policy and Rules. Venturer Scouts are invested as Scouts by accepting the commitment of the Scout Promise and the obligations of the Scout Law and upon attaining the age of 18, agreeing to abide by the Code of Ethics and Code of Conduct and are current members of a Branch according to Branch rules. Venturer Scouts who have had their 18th birthday may also serve as Adult Leaders.

**Virtual Meeting Technology** Any contemporaneous audio- or audio-visual communication technology that allows a person to participate in a meeting without being physically present.

**Voting Member** Has the meaning given in 1.13.

**Young Adult Member** Any member or Leader between 18 and 26 years inclusive as at the AGM at which the specific nomination is considered.

**Youth Member (5-17 years)** Any member who has been invested and accepted the commitment of the Scout Promise and Law.