

**The Scout Association of Australia**  
**Australian Capital Territory Branch Incorporated**  
ACT Association Number A00856  
ABN 95 108 207 854  
**CONSTITUTION**

The National Council of the Scout Association of Australia incorporated by Royal Charter on 23 August 1967 in exercise of its powers under Clause 9(ii) of the Royal Charter resolved that the Australian Capital Territory Branch (“Branch”) of the Scout Association of Australia be formed on 1 April 1981.

The Branch has since been incorporated under the Australian Capital Territory Associations Incorporation Act 1991 (“the Act”).

This constitution comprises the rules of the Branch.

This constitution takes effect when it has been registered in accordance with the Act.

## **1. Definitions**

Unless otherwise specified the following definitions will apply:

- 1.1. “Act” means the Associations Incorporation Act 1991 of the Australian Capital Territory;
- 1.2. “Appointments Committee” means the sub-committee appointed by the BEC in accordance with clause 25.1;
- 1.3. “Association” means The Scout Association of Australia being the body corporate created by Royal Charter dated 23rd August 1967 as amended;
- 1.4. “Branch” means The Scout Association of Australia, Australian Capital Territory Branch Inc.;
- 1.5. “Branch Council” means the members of the Scouting community in the Australian Capital Territory who constitute the governing body of the Branch in accordance with clause 17;
- 1.6. “Branch Policies and Rules” means regulations made by the BEC in accordance with clause 33 and other documents of management and administration approved by the BEC for the good governance of the Branch;

- 1.7. "BEC" means the executive committee of the Branch elected and appointed by the Branch Council under clause 23;
- 1.8. "Certificate of Adult Appointment" (formerly called a warrant) means a document issued to an Adult Member appointed by the Branch Executive Committee to undertake a specific appointment within the Branch. This appointment may be either in a uniformed (for example a Leader) or in a non-uniformed (for example a Group Support Committee President) role;
- 1.9. "Certificate of Adult Leadership" means a document issued by the Branch to an Adult Member to indicate that they have been assessed as competent in basic leadership training;
- 1.10. "Certificate of Adult Membership" means a document issued to an Adult who has been approved for membership of the Branch by the Branch Executive Committee.
- 1.11. "Chief Commissioner" means the Branch Chief Commissioner appointed under clause 22.2 by the Chief Scout of Australia;
- 1.12. "Commissioner" means a Leader appointed by the BEC under clause 22.4;
- 1.13. "Formation" means an organised group within the Branch which may be constituted as a Group, Fellowship, District, Area, or Region;
- 1.14. "Group" means the organisation which delivers the youth program in the local community and includes a Rover Crew;
- 1.15. "Leader" means a uniformed adult person holding a Certificate of Adult Appointment;
- 1.16. "Member" means a member of the Branch as defined in clause 9;
- 1.17. "Movement" or "Scouting" are generic terms to describe the Scout Movement;
- 1.18. "National Council" means The National Council of the Association;
- 1.19. "National Executive Committee" means the National Executive Committee of the Association;

- 1.20. "Ordinary resolution" means a resolution passed at a general meeting of the Branch Council where at least 14 days notice of intention to propose the resolution at that meeting has been given, and which is passed by at least a majority of those members present who, being entitled to vote, vote in person or by proxy;
- 1.21. "Policy and Rules of the Association" means the Policy and Rules established by the Association;
- 1.22. "President" means the president of the Branch referred to in clause 17.2.2;
- 1.23. "Principal Administrative Officer" means the person designated from among paid and honorary administrative staff responsible for the Branch administrative management;
- 1.24. "Public Officer" means the person appointed by the Branch in accordance with section 57 of the Act;
- 1.25. "Regulations" means regulations made under the Act;
- 1.26. "Royal Charter" means the Royal Charter granted by Her Majesty Queen Elizabeth the Second on 23 August 1967 to the Australian Boy Scouts Association now known as the Scout Association of Australia or Scouts Australia;
- 1.27. "Scout" includes a Joey Scout, Cub Scout, Scout, Venturer Scout, Rover Scout and other Members;
- 1.28. "Special resolution" means a resolution passed at a general meeting of the Branch Council, being a meeting of which at least 21 days notice, accompanied by notice of the intention to propose the resolution as a special resolution, has been given to members of the Branch Council and is passed by at least three quarters of the votes of those members of the Branch Council, who being entitled to vote, vote in person or by proxy;
- 1.29. "Supporter" means a person who supports the activities of the Scout Association of Australia and who has been admitted as a Supporter in accordance with clause 11;
- 1.30. "Sponsor" means a person, body corporate or organisation who/which donates to the Branch financially and/or through the provision of goods or services with little or no cost to the Branch;
- 1.31. "Uniformed Member" means a Youth Member, Leader, Life and Honorary Member and Scout Fellowship Member;

- 1.32. "Treasurer" means the Treasurer of the Branch;
- 1.33. A reference to a clause is to a clause of this constitution;
- 1.34. A reference to any gender includes the other genders; and
- 1.35. A power to appoint includes the power to remove and replace.

## **PART I – THE ASSOCIATION AND THE BRANCH**

### **2. Name**

The name of the Branch shall be "The Scout Association of Australia, Australian Capital Territory Branch Incorporated".

### **3. Boundaries**

This constitution and the Branch Policies and Rules apply to all Members registered through a Formation based within the boundaries of the Australian Capital Territory, and to all Supporters.

### **4. Background**

The Scout Movement is 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 of the Scout Movement, the late Lieutenant-General Robert Stephenson Smyth Baron Baden-Powell, G.C.M.G., G.C.V.O., K.C.B, also referred to as Lord Baden-Powell and "the late Chief Scout of the World". The purpose, principles and method of Scouting were embodied in the Scout Promise and Law and in the Founder's books "Scouting for Boys", "Wolf Cubs Handbook" and "Rovering to Success". The World Wide Movement was founded as Boy Scouts in England and dates from 1 August 1907.

### **5. Mission**

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

## **6. Purpose**

The purpose of the Scout Movement 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.

## **7. Object of the Branch**

In the furtherance of the Purpose of the Scout Movement, the object and purpose of the Branch are:

- 7.1. to provide opportunities for young people and young adults from age six to their twenty sixth birthday to participate in a wide range of educational activities. Scouting is a non-formal educational movement which provides a wide range of attractive, constructive and challenging activities, including opportunities for adventure and exploration both indoors and outdoors;
- 7.2. to preserve and foster throughout the Australian Capital Territory the principles of the Founder of the Scout Movement.

## **8. Chief Scout of the Branch**

- 8.1. The Branch Council may, on the recommendation of the BEC, recommend the appointment of a Chief Scout of the Branch and may propose the period of that appointment.
- 8.2. A recommendation for the appointment of a Chief Scout of the Branch must be forwarded to the Chief Commissioner of Australia, who is to seek the approval of the Chief Scout of Australia.
- 8.3. The Chief Scout of Australia, having considered the recommendation, may appoint a Chief Scout of the Branch and may determine the period of appointment.

## **9. Patrons of the Branch**

The Branch Council may, on the recommendation of the BEC, appoint persons as Patrons of the Branch, and may determine the period of the appointments.

## **PART II – MEMBERSHIP**

### **10. Members**

The Branch has three categories of Members for those people who are invested as Scouts, accept the commitment of the Scout Promise and are current members of the Branch in accordance with clauses 12 and 13:

- 10.1. Youth Members: Young People, both male and female, for whom the Youth Program is provided within the age range defined for Scouts Australia.
- 10.2. Young Adult Members: Rover Scouts (Rovers): men and women from their 18<sup>th</sup> to their 26<sup>th</sup> birthdays. The Rover Scout Program is the final element of the Youth Program. Rovers may also serve as Adult Leaders/Commissioners/Advisers.
- 10.3. Adult Members: Persons over the age of 18 in the following membership categories:
  - 10.3.1. Adult Leaders/Commissioners: Persons appointed to a uniformed leadership role in the education of young people or in the management of leaders in the Association at a Group, Region, Branch or National level.
  - 10.3.2. Office Bearers/Advisers: Persons appointed to a leadership role in the management of the Association at a Group, Region, Branch or National level.
  - 10.3.3. Adult Helpers: Persons appointed to assist in the delivery of the Youth Program on a regular basis within a Group.
  - 10.3.4. Scout Fellowship: Adults affiliated with a fellowship (Group) attached to a formation of the Association.
  - 10.3.5. Life Members/Honorary Members: Adults appointed in recognition of long and distinguished service to Scouting.

### **11. Supporters**

- 11.1. The Branch has Supporters who support the Aims and Principles of the Association but have not made the commitment of the Scout Promise. These may include:
  - 11.1.1. Parents/caregivers and officers of committees who are not invested members.
  - 11.1.2. Supporters who give material, fundraising and other support.
  - 11.1.3. Distinguished citizens whose patronage, encouragement and support are welcomed.
  - 11.1.4. Sponsors of Scout Groups.
  - 11.1.5. Participants in school or community based Scout programs.

- 11.2. Supporters assisting with Youth Member programs must comply with the Branch Policies and Rules.

## **12. Membership**

- 12.1. An applicant to become a Member of the Branch must complete a current application form and forward it with the annual membership fee through the appropriate Formation to the Branch office.
- 12.2. The BEC may in its discretion accept or reject an application to become a Member, and it cannot be required to give any reason for its decision.
- 12.3. Applicants for Membership must affirm in public their willingness to abide by the Scout Law and Promise.
- 12.4. The BEC may in its discretion determine who is to be designated as a Supporter, and may notify those people accordingly.
- 12.5. The BEC may establish as part of the Branch Policies and Rules the requirements for the conditions and processes to be followed in any application for admission of a Member or Supporter.
- 12.6. If the Chief Commissioner in the case of the uniformed side or the President in the case of the non-uniformed side considers that the actions of a Member or Supporter are of such seriousness that they justify termination of membership, the Chief Commissioner or President (as the case may be) may investigate the matter and report to the BEC. The Chief Commissioner or President may suspend a Member or Supporter, as the case may be, pending the outcome of any investigation.
- 12.7. The BEC may in its discretion, and after having given the Member or Supporter the opportunity to respond to the allegation, decide to terminate the membership of the Member or the Supporter. The decision of the BEC is final.

## **13. Fees and Subscriptions**

- 13.1. Members are required to pay the annual registration fee as determined by the BEC, together with any fees required by a Formation to which a Member may belong. The BEC may determine an annual fee for a class of Supporter, but is not bound to do so.
- 13.2. The BEC may terminate the membership of a Member for non-payment of the annual Branch registration fee, and a Supporter for non-payment of the annual fee (if any).

## **14. Membership Liability**

The liability of a Member or Supporter to contribute towards the payment of the debts and liabilities of the Branch or the costs, charges and expenses of winding up the Branch is limited to the amounts outstanding (if any) under clause 13.

## **PART III – BRANCH AND BRANCH COUNCIL**

### **15. Branch bound by Royal Charter, etc.**

The Branch shall be bound by the provisions and amendments of the Royal Charter granted to the Association and the Policy and Rules of the Association.

### **16. Powers**

The Branch has all the powers conferred by section 24 of the Act.

### **17. Branch Council**

- 17.1. There shall be a Branch Council which is constituted by certain Members and Supporters, in general meeting. The role of the Branch Council is to exercise the powers conferred on it under section 69 of the Act and under this constitution, and to provide policy guidelines to the BEC for the conduct and development of the Branch.
- 17.2. The Members of the Branch Council shall be:
  - 17.2.1. the Chief Scout of the Branch, if one is appointed;
  - 17.2.2. the President;
  - 17.2.3. the Chief Commissioner;
  - 17.2.4. the Branch Treasurer;
  - 17.2.5. the President, Secretary and Treasurer of each Formation except Rover Crews, as last notified to the Branch;
  - 17.2.6. all Members of the Branch holding a Certificate of Adult Appointment within the Branch;
  - 17.2.7. all Rover Crew Leaders of registered Rover Crews and the Chair of the Branch Rover Council;
  - 17.2.8. one additional member from each registered Rover Crew, nominated by that Crew;
  - 17.2.9. all Honorary Commissioners and Life Members of the Branch;
  - 17.2.10. such Supporters as shall be elected under clause 18.

## **18. Supporters to be members of Branch Council**

- 18.1. At the Annual Meeting of Branch Council, members of Council may elect up to thirty Supporters over 18 years of age to be members of the Branch Council.
- 18.2. Nominations for election of Supporters to Branch Council membership shall be called for by the Principal Administrative Officer not less than twelve weeks before the date of the Annual Meeting of the Branch Council.
- 18.3. Nominations will close at the Branch office six weeks before the date of the Annual Meeting. Each nomination shall be accompanied by a signed statement of acceptance by the nominee. Should there be insufficient nominations, additional nominations may be called for at the Annual Meeting.
- 18.4. One third of the Supporters appointed under this rule shall retire annually and their places shall be filled at the Annual Meeting, if necessary, by an exhaustive secret ballot of those Branch Council members present in person, together with proxy votes, in such a manner as the chair of the Annual Meeting directs. In the event that the number of nominations for the vacant positions is less than or equal to the number of positions those persons shall be declared elected to the positions, but any member of Branch Council may call for a secret vote on whether to accept all or any of the nominations.
- 18.5. Supporters retiring under sub section 18.4 shall be eligible for re-election.
- 18.6. The one third to retire in each year under sub section 18.4 shall be those who have been longest in office in the current term of appointment. As between two or more who have been in office an equal length of time the supporter or supporters to retire shall in default of agreement between them be determined by lot.
- 18.7. Casual Supporter vacancies on Branch Council arising between Branch Council meetings shall not be filled until the next meeting.

## **19. General Meetings of the Branch Council**

- 19.1. The annual general meeting of the Branch Council shall, subject to the Act, be convened on the day and at the place and time that the BEC decides. In addition to any other business which may be transacted at an annual general meeting, the business shall be:
  - 19.1.1. to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;

- 19.1.2. to receive from the President, the Chief Commissioner and the BEC reports on the activities of the Branch during the last preceding financial year;
  - 19.1.3. to elect members of the BEC, including the officers;
  - 19.1.4. to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to section 73 of the Act; and
  - 19.1.5. to elect as Branch representatives on the National Council those people recommended by the BEC.
- 19.2. Any member of Branch Council whose membership fees are in arrears at the date of the meeting of Branch Council may not vote on any resolution nor speak on any matter before the meeting except with the permission of the chair of the meeting.
  - 19.3. The powers of the Branch Council may only be exercised in general meeting.
  - 19.4. The Branch Council may delegate in writing all or any of its powers (other than any matter required to be exercised under clause 19) to any delegate or delegates and may revoke any such delegation.
  - 19.5. Thirty Members and Supporters present in person constitute a quorum for all meetings of the Branch Council. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting unless convened by the BEC shall be dissolved. If the meeting has been convened by the BEC, it shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting) at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members and Supporters present (being not less than fifteen) shall constitute a quorum.
  - 19.6. The BEC may, whenever it thinks fit, convene a general meeting of the Branch Council.
  - 19.7. The BEC must, on the requisition in writing of not less than 50 Members and Supporters of Council, convene a general meeting of the Branch Council.
  - 19.8. A requisition of Members and Supporters of Council for a general meeting must state the purpose of the meeting, must be signed by the people making the requisition, must be lodged with the BEC, and may consist of several documents in similar form, each signed by one or more of the people making the requisition.

- 19.9. If the BEC fails to convene a general meeting of the Branch Council within one month after the date on which the requisition is lodged with the BEC, any one or more of the people who made a requisition may convene a general meeting of the Branch Council to be held not later than three months after that date.
- 19.10. A general meeting convened by the people referred to in clause 19.7 shall be convened as nearly as practicable in the same manner as meetings of Branch Council convened by the BEC and any person who thereby incurs expenses is entitled to be reimbursed by the Branch for any reasonable expenses so incurred.

## **20. Notice of and Procedures at General Meetings**

- 20.1. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Branch Council, the Principal Administrative Officer shall at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post or by electronic mail to each person entitled to attend meetings of Branch Council at the member's postal or electronic address appearing in the records of the Branch a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 20.2. Where the nature of business proposed to be dealt with at a general meeting requires a special resolution of the Branch Council, the Principal Administrative Officer shall at least 21 days before the date fixed for the holding of the general meeting, cause notice in accordance with clause 20.1 to be sent to each person specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.
- 20.3. No business other than that specified in the notice convening a general meeting shall be transacted at that meeting except in the case of an annual general meeting, business specified in clause 19.1.
- 20.4. A person wishing to bring any business before a general meeting of Branch Council may give notice in writing of that business to the Principal Administrative Officer who shall include that business in the next notice calling a general meeting given after receipt of the notice.
- 20.5. The President or in the absence of the President, the Vice President shall preside at each meeting of the Branch Council. If the President and Vice President are absent from a meeting, the people present and entitled to vote shall elect one of their number to preside at the meeting.
- 20.6. A question arising at a general meeting of the Branch Council is to be determined on a show of hands. However, a poll may be demanded either

prior to or on the declaration of the result of the show of hands. The declaration of the result of the poll or the show of hands, or the entry in the minutes of the meeting, is evidence of the result without the need to record the number or proportion of votes in favour of or against the resolution.

- 20.7. On any vote at a meeting of the Branch Council, a poll may be demanded by the person presiding, or by not less than three persons present.
- 20.8. On a resolution arising at a meeting of the Branch Council a member has one vote only. Votes may be given personally or by proxy but no member of Branch Council may hold more than one proxy.
- 20.9. In the case of an equality of votes on a question at a meeting of Branch Council, the motion will be declared lost as having failed to attract a majority of votes in favour.

#### **PART IV- OFFICERS AND COMMISSIONERS.**

##### **21. Officers**

- 21.1. The officers of the Branch are the President, the Vice President and the Treasurer. The President and the Treasurer shall be elected at the annual meeting of the Branch.
- 21.2. A Vice President may be elected by the BEC from among the Supporters who are members of the BEC.
- 21.3. Each of the officers shall, subject to this constitution, hold office until the annual general meeting following the date of the person's election, but is eligible for re-election.
- 21.4. In the event of a vacancy in the position of an officer, the BEC may appoint a person to fill that vacancy. The person so appointed will hold office until the conclusion of the annual general meeting following their appointment.
- 21.5. Nominations and election of officers shall be undertaken in accordance with procedures determined by the BEC and approved by the Branch Council.
- 21.6. The President is entitled to chair all meetings of the Branch Council and the BEC but otherwise the roles of the officers may be as determined by the BEC from time to time.

## **22. Chief Commissioner and Commissioners.**

- 22.1. There shall be a Chief Commissioner of the Branch. The Chief Commissioner is responsible to the BEC and Branch Council for all activities involving the delivery of the Youth Program in the Branch.
- 22.2. The Chief Commissioner is appointed by the Chief Scout of Australia. The BEC may recommend the appointment of a person as Chief Commissioner and the term of appointment (not exceeding three years). That recommendation is to be made to the Chief Commissioner of Australia of the Association, with a request that it be conveyed to the Chief Scout of Australia.
- 22.3. Prior to the expiry of the term of office of the Chief Commissioner, the position must be advertised publicly and widely throughout the Branch. Prior to making a recommendation in accordance with clause 22.2, the BEC must establish and apply a fair and competitive selection process. The Chief Commissioner in office is entitled to apply for reappointment.
- 22.4. The appointment, reassignment or retirement of Leaders who are designated as Commissioners is to be undertaken by the BEC. The BEC must exercise this power having considered the recommendations of the:
  - 22.4.1. Appointments Committee; and
  - 22.4.2. Chief Commissioner.
- 22.5. The Chief Commissioner may specify the titles and duties of all Commissioners.
- 22.6. Commissioners undertake duties assigned by the Chief Commissioner, and advise the Chief Commissioner on the development and implementation of youth policies and activities within the Branch.
- 22.7. The Chief Commissioner and the Commissioners must meet at least quarterly to consider the matters referred to in clause 22.6, and such other matters as they consider appropriate.

## **PART V – BRANCH EXECUTIVE COMMITTEE**

### **23. Branch Executive Committee**

- 23.1. There shall be a Branch executive committee called the “BEC”, constituted by this constitution and having powers and duties herein contained. The BEC constitutes the committee referred to in section 60 (1) of the Act.

- 23.2. The management of the business of the Branch shall be vested in the BEC and it may exercise all such powers and do all such acts and things as may be exercised or done by the Branch other than those matters expressly reserved to the Branch Council under this constitution.
- 23.3. Without limiting the powers of the BEC in clause 23.2, the BEC is:
- 23.3.1. responsible to the Branch Council for the good governance of the Branch;
  - 23.3.2. to provide support to Formations to assist them to advance Scouting in the Territory; and
  - 23.3.3. to report to Branch Council about the management and operations of the Branch.

## **24. Membership of the BEC**

- 24.1. The Members of the BEC shall be:
- 24.1.1. the President;
  - 24.1.2. the Chief Commissioner;
  - 24.1.3. the Branch Treasurer;
  - 24.1.4. one Leader or adult Supporter nominated by each of the Branch Regions and ratified by a motion of the Branch Council;
  - 24.1.5. one Rover nominated by the Branch Rover Council and ratified by a motion of the Branch Council;
  - 24.1.6. up to two uniformed Members who have attained the age of eighteen years and have been elected by Branch Council;
  - 24.1.7. up to two adult Supporters elected by Branch Council; and
  - 24.1.8. one additional member who may be co-opted by the BEC between meetings of the Branch Council where that person has skills and experience considered by the BEC to be necessary for the good management of the Branch.
- 24.2. So far as possible, the BEC shall meet at least once every two months. At least seven days notice shall be given of any such meeting.
- 24.3. One third of the members of the BEC present in person, shall constitute a quorum at all meetings of the BEC.
- 24.4. Questions arising at a meeting of the BEC or a sub-committee appointed by the BEC shall be determined by a majority vote of the people present, each exercising one vote. In the event of a tied vote the question will be resolved in the negative.
- 24.5. A list of the current members of the BEC shall be publicly available.

- 24.6. Paid administrative staff of the Branch shall not serve as members of the BEC but may serve on sub-committees.
- 24.7. A vacancy in the office of a member of the BEC occurs if the member:
- 24.7.1. dies;
  - 24.7.2. ceases to be a member of the Branch;
  - 24.7.3. resigns from office;
  - 24.7.4. if elected by the Branch Council, is removed from office pursuant to a resolution of the Branch Council;
  - 24.7.5. if appointed, is removed from office by the appointer;
  - 24.7.6. becomes an insolvent under administration within the meaning of the Corporations Act;
  - 24.7.7. suffers from mental or physical incapacity;
  - 24.7.8. is disqualified from office under section 63(1) of the Act; or
  - 24.7.9. is absent without the consent of the BEC from all meetings of the BEC held during a period of six months.
- 24.8. In the event of an officer or other BEC member whose appointment to the BEC was ratified by a meeting of the Branch Council vacating the position between general meetings of the Branch Council, the BEC may appoint a person temporarily to the vacated position until the next general meeting of the Branch Council.
- 24.9. The National Executive Committee, on giving reasonable notice to the President or chair of the BEC shall have the right to send a representative to attend any meeting of the BEC and such representative shall be entitled to raise any matter at such a meeting at a point in the agenda chosen by the chair of the meeting as though he or she were a member of the BEC, but he or she will not have the right to vote on issues raised at the meeting.

## **25. Appointments Committee**

- 25.1. The BEC must establish an Appointments Committee as a sub-committee of the BEC. The membership of the Appointments Committee shall be decided by the BEC from time to time.
- 25.2. The Appointments Committee is to make recommendations to the BEC about the appointment, reassignment and retirement of Adult Members, Certificates of Adult Appointment, Scout Fellowship, grades of instructors and leaders in various activities, the registration and maintenance of Formations, and such other matters as the BEC from time to time determines.

## **26. Auditor**

An Auditor shall be appointed annually by the Branch Council in accordance with the Act.

## **27. Administrative and Commercial Staff**

- 27.1. The BEC may appoint such administrative and commercial staff (paid or voluntary) with such titles, duties, terms and conditions as it may determine.
- 27.2. One member of staff shall be designated by the BEC as the Principal Administrative Officer.

## **28. Public Officer**

The BEC shall appoint a Branch Council member or other appropriate person to be the Public Officer for the Branch as required by the Act.

## **29. National Councillors**

Members of the Branch Council shall be nominated by the Branch Council on the recommendation of the BEC to be members of the National Council to represent the Branch at National Council meetings.

## **30. Termination of Appointments**

- 30.1. The BEC may review the appointments of Leaders (other than Commissioners) at any time and terminate any appointment by resolution of the BEC should the interests of the Branch and/or the Association be best served by such a termination. The review and termination of the appointment of a Commissioner must be undertaken in accordance with clause 22.4.
- 30.2. In the case of the proposed termination of a Chief Commissioner's appointment, the BEC shall make a recommendation to the Chief Scout of the Branch, or, if none is appointed, to the Chief Commissioner of Australia asking that the recommendation for the termination of appointment be conveyed to the Chief Scout of Australia.

## **31. Sub-committees**

The BEC may appoint such sub-committees as it finds expedient for the conduct of the Branch, with such titles, membership and functions as it may determine. The chairs of these sub-committees do not have to be members of the BEC.

### **32. Common Seal**

- 32.1. The Principal Administrative Officer shall be responsible for safe custody of the common seal of the Branch.
- 32.2. Every instrument to which the common seal is to be fixed shall be approved at a meeting of the BEC. Any document to which the common seal is fixed must be countersigned by any two of the President, the Vice-President, the Treasurer, the Chief Commissioner, the Public Officer or such other persons as the BEC may resolve. If in the case of urgency it is necessary to execute a document prior to its approval at a meeting of the BEC, that approval shall be given at the first available meeting thereafter.

### **33. Policies and rules**

The BEC may make policies and rules, consistent with this constitution, on such matters as the BEC considers appropriate or necessary for the good administration and management of the Branch. Any policy or rule may be disallowed by a resolution of the Branch Council.

## **PART VI – FUNDS, APPLICATION OF ASSETS AND WINDING UP**

### **34. Funds, application of assets and winding up**

- 34.1. The funds of the Branch shall be derived from entrance fees, annual subscriptions of Members and Supporters, donations, fund-raising, and subject to any resolution passed by the Branch Council and subject to section 114 of the Act, such other sources as the BEC determines.
- 34.2. All money received by the Branch shall be deposited as soon as practicable and without deduction to the credit of one of the Branch's bank accounts. The Branch shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 34.3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the BEC, or employees of the Branch authorised to do so by the BEC.
- 34.4. Subject to the Act, the Regulations and this constitution, the Treasurer shall ensure the custody and control of all records, books and other documents relating to the financial matters of the Branch.

- 34.5. The records, books and other documents of the Branch (other than those containing personal information relating to a Member or Supporter or Commercial in Confidence matters) shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a member of the Branch at any reasonable hour.
- 34.6. The annual financial year of the Branch concludes on the 31st December.
- 34.7. The income and property of the Branch shall be applied solely towards the promotion of its objects and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to anyone who is or has been a member of the Branch. This clause does not prevent the payment in good faith of remuneration to any employee of the Branch or to any member in return for services actually rendered to the Branch for goods supplied in the ordinary way of business. This clause does not prevent the payment of interest on money borrowed from a member or for the payment of rent for premises let to the Branch.
- 34.8. In the event of the Branch being wound up, any property remaining after payment of the debts and obligations of the Branch vests in the Association.

## **PART VII – CONSTITUTIONAL CHANGE**

### **35. Constitution changes**

This constitution may be amended by special resolution in accordance with the provisions of the Act. No amendment may be made that is inconsistent with the Royal Charter of the Association, or the Policy and Rules of the Association. The Branch Council must consent by a three-quarters majority of those members of Branch Council meeting at a general meeting of the Council, including proxy votes, to any amendment to this constitution prior to its consideration by the Association.