



ROYAL CHARTER
of the
AUSTRALIAN BOY SCOUTS ASSOCIATION

Granted by Her Majesty

QUEEN ELIZABETH II

on the 23rd August 1967

(since re-named **THE SCOUT ASSOCIATION OF AUSTRALIA**)
(ABN 57 030 516 857)

and the

BY-LAWS of the **ASSOCIATION**

made by the National Council

on the 30th November 1968

and subsequent amendments up to 22 November 2025

ROYAL CHARTER

At the Court of Balmoral

THE 23RD DAY OF AUGUST 1967

PRESENT

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 1st day of August 1967, in the words following, viz.:

“YOUR MAJESTY having been pleased, by Your Order of the 5th day of April 1967, to refer unto this Committee the humble Petition of Lieutenant-General The Honourable Sir Edmund Francis Herring, K.C.M.G., K.B.E., D.S.O., M.C., E.D., and others, praying for the grant of a Charter of Incorporation to the Australian Boy Scouts Association:

“THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration, and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed.”

HER MAJESTY having taken into consideration the said Report, and the Draft Charter accompanying it, was pleased by and with the advice of her Privy Council, to approve thereof, and to order, as it is hereby ordered, that the Right Honourable Herbert Bowden, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature, for passing under the Great Seal a Charter in conformity with the said Draft, which is hereunto annexed.

W. G. AGNEW.

ELIZABETH THE SECOND

By the grace of God of the United Kingdom, Australia and Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS an Association then known as the Boy Scouts Association was incorporated in Our United Kingdom by a Royal Charter dated the fourth day of January in the year of our Lord One thousand nine hundred and twelve:

AND WHEREAS in each of the several States of Our Commonwealth of Australia and in one of the Territories of that Commonwealth there has been constituted a Branch of the said Boy Scouts Association:

AND WHEREAS the said Branches requested the said Boy Scouts Association to create as a Branch of the Association, the Australian Boy Scouts Association for the purpose of carrying out in Australia the objects of the Scout Movement as set forth in the said Royal Charter and in order to promote throughout Australia and its Territories unity of purpose in relation to and a common understanding of the fundamental principles of the Boy Scout Movement and in order that in certain matters the said Branches should be able to act in concert:

AND WHEREAS the Australian Boy Scouts Association (hereinafter referred to as “the unincorporated Association”) was accordingly formed as a Branch of the said Boy Scouts Association:

AND WHEREAS the said Branches previously established in each of the States of Our Commonwealth of Australia and in one of the Territories of that Commonwealth thereafter by agreement became Branches of the unincorporated Association subject in all matters relating to the policy of the Boy Scout Movement and the control of Scouting to the direction and control of the unincorporated Association in the same manner as theretofore they had been Branches of and subject to the direction and control of the said Boy Scouts Association:

AND WHEREAS it was one of the aims and objects of the unincorporated Association to seek to obtain the grant of a Royal Charter creating it a body corporate with rights and powers in accordance with its constitution:

AND WHEREAS We have been pleased to grant a Supplemental Charter to the said Boy Scouts Association changing its name to the Scout Association:

AND WHEREAS the persons named in the Schedule to this Our Charter have by their humble Petition prayed that We would be pleased to grant a Charter of Incorporation to the unincorporated Association:

AND WHEREAS We are minded to comply with the Prayer of such Petition:

NOW THEREFORE, We, by virtue of Our Royal Prerogative in that behalf and of all other powers enabling Us so to do, of Our special grace, certain knowledge and mere motion, do hereby for Us, and Our Heirs and Successors grant and ordain as follows:-

1. The persons hereinbefore referred to, being members of the National Council of the unincorporated Association, and all such persons as shall hereafter become members of the National Council of the body corporate hereby constituted shall, so long as they remain such members, be one body corporate by the name of "The Australian Boy Scouts Association" (hereinafter called "the Association") and by that name shall and may sue and be sued in all courts in all manner of actions and suits; and shall have perpetual succession and a common seal which may be changed by it at its pleasure PROVIDED that the Council of the Association shall have power, by Special Resolution in respect of which notice of intention has been given at least thirty days before the meeting, from time to time to change the name of the Association, but no such change of name shall take effect until approved by Our Governor-General of Our Commonwealth of Australia, or by the Administrator for the time being of the Government of Our Commonwealth of Australia and the Association shall cause the formal approval of each such change of name to be printed in the official Gazette published by Our Government of Our Commonwealth of Australia.
2. The objects and purposes for which the Association is hereby constituted are:-
 - (i) to instruct boys in the principles of discipline, loyalty and good citizenship;
 - (ii) to preserve and foster throughout Our Commonwealth of Australia and its Territories the principles of Scouting as founded by the late Chief Scout of the World Lieutenant-General Robert Stephenson Smyth Baron Baden-Powell, G.C.M.G., G.C.V.O., K.C.B., and embodied in the Scout Promise and Law and in his books "Scouting for Boys", "Wolf Cubs' Handbook", and "Rovering to Success",
 - (iii) to co-ordinate the principles and practice of Scouting throughout Our Commonwealth of Australia and its Territories;
 - (iv) so far as is consistent with what is hereinbefore set forth and with the independent membership of the Association in the World Conference of the Boy Scout Movement, to preserve and expand the closest possible relationship with Scouting in Our United Kingdom and in other British Communities throughout the World through the office of the Chief Scout of the British Commonwealth and Empire;
 - (v) to promote Scouting throughout the World.
3. The following are declared to be the first Branches of the Association:-
 - The Boy Scouts Association, New South Wales Branch.
 - The Boy Scouts Association, Victorian Branch.
 - The Boy Scouts Association, South Australian Branch.
 - The Boy Scouts Association, Tasmanian Branch.
 - The Boy Scouts Association, Western Australian Branch.
 - The Boy Scouts Association, Queensland Branch.
 - The Boy Scouts Association, Papua and New Guinea Branch.
4. The Association shall have, and may exercise, all or any of the powers hereinafter mentioned, and shall be entitled to the benefit of, and be subject to, the provisions hereinafter contained and such provisions shall have effect accordingly, that is to say, the Association shall have power:-

- (i) to acquire, take over and accept by way of gift from any Scouting Organisation, any asset or property belonging to such organisation or held in trust for it or for its use, and to undertake, execute and perform any trust or conditions affecting any such asset, and to defray and provide for any debts or liabilities to the discharge of which any such asset shall, when required, be applicable;
- (ii) to receive and accept donations, endowments and gifts of any property or assets whatsoever, and either subject, or not subject, to any special trusts or conditions;
- (iii) to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real and personal property and any rights or privileges which the Association may think necessary or convenient for its purposes, and, in particular, any land, buildings, easements, machinery, plant and stock in trade;
- (iv) to construct, improve, maintain, develop, work, manage, carry out or control any buildings, works, roads, ways, bridges, stores, plant and things which may seem calculated, directly or indirectly, to advance the Association's interests; and to contribute to, subsidise or otherwise assist, or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof;
- (v) to invest and deal with all moneys, funds and assets of the Association, not immediately required for its purposes, in such manner as, from time to time, the Association may determine;
- (vi) to borrow or raise money, with or without security, for any of the objects of the Association, and to secure the same, or the repayment or performance of any debt, liability, contract, guarantee or other engagement, incurred or entered into by the Association, in any way and, in particular, by the issue of debentures charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities;
- (vii) to pay salaries, honoraria, gratuities and other sums in consideration or recognition or services, as may, from time to time, be thought fit;
- (viii) to draw, make, accept, endorse, execute, discount and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (ix) to sell or dispose of any part of the assets of the Association for such consideration as the Association may think fit;
- (x) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Association;
- (xi) to take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property, of whatsoever kind, sold by the Association, or any money due to the Association, from the purchasers or others;
- (xii) to procure the Association to be registered or recognised in any country, state, territory or protectorate;

- (xiii) to apply for, secure, acquire (by grant, legislative enactment, assignment, transfer, purchase or otherwise) and to exercise, carry out and enjoy, any charter, licence, power, authority, franchise, concession, right or privilege which any Government or Authority or any Corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect;
- (xiv) to apply for and obtain any statute, order, regulation or other authorisation or enactment which may be deemed expedient for any of the purposes of the Association;
- (xv) to organise classes and lectures and to publish and sell or distribute papers, books, pamphlets and information for the purposes of creating or stimulating interest in, and promoting the objects of, the Association and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purposes of the Association;
- (xvi) to encourage, aid and facilitate the formation of Branches of the Association or other bodies or organisations of Boy Scouts and the enrolment as members or officers thereof, of persons of all ages and their instruction in the duties of citizenship generally, in Scouting, in handicrafts and technical knowledge, and the provision of classes, lectures and entertainments for their benefit and the establishment and provision of prizes, badges, certificates and other awards of merit, to be competed for, or awarded to them;
- (xvii) to supply (with or without charge) and deal in, goods of all kinds for the use of Boy Scouts provided that every Boy Scout shall be left entirely free to obtain his equipment and every part thereof (whether of an official pattern or not), other than badges and decorations, from any person, firm or corporation willing to supply the same and shall not be obliged to obtain such equipment, or any part thereof, from the Association;
- (xviii) to assist past or present Boy Scouts in establishing themselves in life, whether by means of apprenticeship or immigration, or in any other manner, and to form, contribute to, and administer special funds for the purpose;
- (xix) to accept and take by way of gift, and absorb upon any terms, the undertakings and assets of any society or body, whether incorporated or not, carrying on work similar to any work for the time being carried on by the Association, and to undertake all, or any, of the liabilities of any such society or body;
- (xx) to make and carry out any arrangements for joint working or co-operation with any other society or body, whether incorporated or not, carrying on work similar to any work for the time being carried on by the Association;
- (xxi) to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Association;
- (xxii) to enter into any arrangement with any educational authorities or any department of the Government of the Commonwealth of Australia or of any of the States or Territories thereof or of the Government of any other part of the British Commonwealth of Nations; and

- (xxiii) to enter into contracts and to do all such other acts and things whatsoever as are incidental or conducive to the attainment of any of the objects or purposes of the Association or to the exercise of any of its said powers.
5. There shall be a Council of the Association called “The National Council of the Australian Boy Scouts Association”.
- (i) The first Council shall consist of the persons named in the Schedule to this Our Charter and the other members of the National Council of the unincorporated Association at the date of this Our Charter. Each of the said persons and other members of the first Council shall cease upon the expiration of twelve months from the said date to be a member of the Council unless then qualified to be a member of the Council under the next succeeding sub-clause.
- (ii) After the expiration of the said period of twelve months the members of the Council from time to time shall be the following:-
- (a) The Chief Scout of Australia.
- (b) The President.
- (c) The Chief Scout of each Branch.
- (d) The Chief Commissioner of Australia.
- (e) The Chief Commissioner of each Branch.
- (f) Such National Commissioners as the By-Laws of the Association prescribe shall be members of the Council.
- (g) Such other nominees from the Branches as may be provided for in the By-Laws of the Association.
- (h) Such other additional supporters of the Movement as may be provided for in the By-Laws of the Association.
- (iii) All the powers of the Association are committed to the Council and may be exercised by it in general meeting. A resolution in writing signed by eighty per centum of the members of the Council shall have the same effect as a resolution, including a special resolution, passed at a general meeting.
- (iv) The Council may delegate all or any of its powers to any delegate or delegates it chooses and may revoke any such delegation at will.
6. There shall be a Committee of the Council to be called “The National Executive Committee” which shall be constituted as prescribed by the By-Laws and have the powers and duties therein set forth.
7. A general meeting of the Council to be called the “Annual Meeting” shall be held at least once every year, at such time and place as shall be prescribed by or in accordance with the By-Laws, and the National Executive Committee shall lay before such Annual Meeting such accounts and make such reports as may, from time to time, be prescribed by the By-Laws.

8. Other general meetings of the Council may be called at any time by the National Executive Committee and shall be called at the request of at least three Branches or ten members of the Council.
9.
 - (i) Subject as hereinafter provided nothing in this Our Charter shall in any way abrogate, prejudice, limit or adversely affect any existing right of any existing Branch in respect of name, property or otherwise under the laws of its respective State or Territory of Our Commonwealth of Australia.
 - (ii) The Council may form new Branches and other bodies to carry out Scouting in Australia and its Territories, provided that no new Branch or other body shall be so formed in the State or Territory of any now existing Branch. Such Branches and other bodies shall have such powers, privileges and duties and be governed by such constitutions as the Council may, in each case and from time to time decide.
 - (iii) The Council may, by a Special Resolution, in respect of which notice of intention to propose the resolution as a Special Resolution has been given at least thirty days before the meeting, and in favour of which there are cast at least three-quarters of the votes of the members entitled to vote on such Resolution, expel any Branch and, upon the passing of any such Resolution, the Branch expelled shall cease to be a Branch of the Association and to have any powers or privileges hereunder.
10. The Council shall have power to appoint such officers and administrators, with such powers and duties as is provided in the By-Laws.
11.
 - (i) The Council shall have power, by Special Resolution in respect of which notice of intention has been given at least thirty days before the meeting, to make and amend, from time to time, By-Laws not inconsistent with this Our Charter, for the purpose of prescribing and regulating the composition, meeting and procedure of the Council and the Committee, the appointment or election and the tenure of office-bearers of the Association, including the Chief Scout of Australia, the President of the Association, the Chief Commissioner of Australia, National Commissioners and others, the appointment or election and the tenure of Chief Scouts and Chief Commissioners of Branches, the appointment and tenure of officers of the Association and the management of the finances of the Association, including accounts and the audit thereof.
 - (ii) The Council shall have power to make and amend from time to time (but so that they will not be inconsistent with this Our Charter or the By-Laws)-
 - (a) Declarations as to its policy and organisation; and
 - (b) Rules for the purpose of carrying this Our Charter and the By-Laws into effect and for the control of all matters of policy and practice of the Boy Scout Movement in Our Commonwealth of Australia and its Territories.

Provided that no By-Laws or amendment of a By-Law shall be made which would be repugnant to the statues or other laws of Our Commonwealth of Australia or any State or Territory thereof and provided also that no By-Law or amendment of a By-Law shall take effect until approved by Our Governor-General of Our Commonwealth of Australia or by the Administrator for the time being of the

Government of Our Commonwealth of Australia. The Association shall cause all By-Laws or amendments of By-Laws when so approved to be printed in the official Gazette published by Our Government of Our Commonwealth of Australia together with the formal approval.

12. Any Branch of the Association may refer to the Council any question of the interpretation, application or meaning of any such Declaration or Rule. If any such question is so referred to it, the National Executive Committee may give a binding decision on such question but, within three months after the Committee has given its decision on any such question, any such Branch as aforesaid or any three Branches or ten members of the Council may request the Committee to refer the question to the Council and, upon the receipt of such request, the Committee shall refer the question to the Council and the decision of the Council shall be final.
13. The first By-Laws and Rules to be made under these Presents shall be made by the Council within a period of twelve months from the date hereof unless His Excellency Our Governor-General of Our Commonwealth of Australia sees fit to extend such period.
14. Pending the making and approval of the By-Laws and Rules to be made under these Presents, but no longer, all matters which are required or permitted to be prescribed or provided for by the By-Laws and Rules may be determined by the Council, provided that, until the Council otherwise determines either generally, or in any particular case, the By-Laws and Rules of the unincorporated Association, as heretofore in force, shall, so far as not inconsistent with this Our Charter, continue to apply as if adopted by the Council hereunder.
15. The income and property of the Association, whence so ever derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend bonus or otherwise howsoever by way of profit to the persons who are at any time, or have been, members of the Association or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof or other person in return for services actually rendered to the Association or for goods supplied, in the ordinary way of business, nor prevent the payment of interest on money borrowed or the payment of rent for premises let to the Association.
16. And We do hereby declare that the Association shall be a local Branch of the Scout Association for the purpose of Clause 2 (iii) of the aforesaid Charter of 1912, but shall not otherwise be subject to any provisions of that Charter or By-Laws made under it insofar as these relate to local Branches of that Association.
17. And We do hereby further declare that, when the Association shall cease to be an Association for the purposes aforesaid and the affairs thereof shall have been completely wound up, and its debts and obligations fully discharged, this Our Charter shall be absolutely void.

18. And We do hereby for Us and Our Successors grant and ordain that this Our Charter and its enrolment or exemplification shall be in all things valid and effectual in the law according to the true intent and meaning of the same and shall be recognised as valid and effectual by all Our Courts and Judges and by all other officers and persons and bodies politic and corporate whom it concerns, and that the same shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Association notwithstanding any misrecital, nonrecital, omission, defect, imperfection, uncertainty, matter or thing whatsoever.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the 17th day of October in the 16th year of Our Reign.

(Signed) COLDSTREAM.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

THE SCOUT ASSOCIATION OF AUSTRALIA

BY-LAWS

1. PROVISIONS OF THE ROYAL CHARTER:

The provisions of the Royal Charter, granted to The Scout Association of Australia by Her Majesty Queen Elizabeth II, on August 23rd, 1967, shall be strictly observed, and in the event of any inconsistency between the provisions of the Royal Charter and the provisions of these By-Laws, the provisions of the Royal Charter must prevail.

2. COMPOSITION OF THE NATIONAL COUNCIL:

The members of the National Council shall comprise those persons referred to in Clause 5 (ii) of the Royal Charter. In respect of persons who are not members of the National Council by virtue of their respective offices the following provisions shall apply:

- (a) Each Branch shall nominate annually and the National Council shall appoint to its membership three (3) further persons, two of whom at the time of appointment are adult members of the Branch under 30 years of age. Such members shall retire annually but shall be eligible for renomination and re-appointment;
- (b) The National Executive Committee may nominate and the National Council shall appoint to its membership supporters not exceeding ten (10) in number. One-third (1/3rd) of such members shall retire annually and their places may be filled by persons nominated by the National Executive Committee and appointed by the National Council. Members retiring under this sub-clause shall be eligible for renomination and re-appointment;
- (c) The National Council may appoint to its membership supporters not exceeding thirty (30) in number. Names of persons to be considered for appointment pursuant to this sub-clause shall be submitted by Branches to the National Executive Committee at its meeting prior to the Annual Meeting, and the appointments shall be made by the National Council on recommendations of that Committee;
- (d) one-third (1/3rd) of the members elected under sub-clause (c) shall retire annually and their places shall be filled at the Annual Meeting in like manner to the appointments made under sub-clause (c);
- (e) The one-third (1/3rd) to retire in each year under sub-clause (b) or sub-clause (c) shall, in respect of each of those sub-clauses, be those who have been longest in office. As between two or more who have been in office an equal length of time the member to retire shall in default of agreement between them be determined by lot;
- (f) All the National Commissioners shall be members of the National Council.

- (g) The Chair of the National Rover Council shall be a members of the National Council during the term of office.
- (h) LIFE MEMBERS: The National Executive Committee may recommend to the National Council the appointment of not more than 3 persons annually to become Life Members.
 - (i) In the inaugural year (1999) up to 5 Life Members may be recommended for appointment;
 - (ii) on election, a Life Member becomes a member of the National Council;
 - (iii) there can be no more than 20 Life Members at any one time; to be eligible for Life Membership a person must have given a minimum of 20 years distinguished service to Scouting, at least 10 of which must be to the National Council or one of its committees. This distinguished service normally includes at least one leadership appointment or specified management role to Scouts Australia and/or the Asia Pacific Regional Scout Committees and/or the World Organisation of the Scout Movement Committees;
 - (iv) Life Members shall be appointed by resolution of the National Council on the recommendation of the National Executive Committee and with the consent of two-thirds of the members participating in the meeting at which the proposed appointment shall be considered;
 - (v) notice of any proposed appointments shall be given in the notice of the Annual Meeting as provided for in By-Law 6;
 - (vi) Life Membership may be withdrawn by the National Executive Committee on behalf of the National Council without appeal if:
 - the Life Member is convicted of a criminal offence, or
 - the Life Member acts in a manner which, in the opinion of the National Executive Committee, is not according to the Principles of The Scout Association of Australia or is not in keeping with the Scout Law and Promise.
 - (vii) Under exceptional circumstances, the years of distinguished service outlined within subsection 2(h)(iii) may be reduced to recognise highly intense/ complex periods of activity and special effort.
- (i) Chair National Executive Committee

3. OFFICE OF THE NATIONAL COUNCIL:

The office of the National Council shall be located in such place as the National Executive Committee shall from time to time decide.

4. APPOINTMENTS AND RETIREMENTS:

- (a) With the exception of Chief Scouts and Branch Chief Commissioners, all National Appointments shall be for periods of up to three years with a maximum period in the one office of six years.
- (b) **THE CHIEF SCOUT OF AUSTRALIA:** The Chief Scout of Australia shall be nominated by the National Executive Committee and invited by the President to accept the appointment.
- (c) **THE PRESIDENT:** The President shall be appointed by the National Council.
- (d) **VICE-PRESIDENTS:** The National Council may appoint from within its own membership not more than two Vice-Presidents, one of whom if there be more than one, shall be the Senior Vice-President. Such appointments shall be made by the National Council at its Annual Meeting pursuant to a recommendation of the National Executive Committee. Those appointed shall hold office until the date of the next Annual Meeting but shall be eligible for re-election.
- (e) **THE CHIEF COMMISSIONER OF AUSTRALIA:**
 - (i) The Chief Commissioner of Australia shall be appointed by the Chief Scout of Australia on the recommendation of the National Executive Committee.
 - (ii) In the event of a casual vacancy occurring in the position of Chief Commissioner of Australia the Chairman of the National Executive Committee in consultation with all Branch Chief Commissioners shall appoint an Acting Chief Commissioner of Australia. The person so appointed shall remain in office until the first meeting of the National Executive Committee at which a recommendation can be made.
 - (iii) The National Executive Committee may suspend or retire a Chief Commissioner of Australia. This action may be taken only with the endorsement of the Chief Scout of Australia.
- (f) **THE NATIONAL COMMISSIONERS AND ADVISERS:** The National Commissioners and Advisers shall be appointed and retired by the Chief Commissioner of Australia.
- (g) **THE CHIEF SCOUT OF THE BRANCH:** Appointments will be recommended by the Branch Council (or the Branch Executive Committee) through the Office of the Chief Commissioner of Australia, to the Chief Scout of Australia who will issue an invitation for appointment.
- (h) **THE CHIEF COMMISSIONER OF THE BRANCH:** The Branch Council, or the Branch Executive Committee, will make a recommendation to the Chief Scout of the Branch, inviting him/her to convey the recommendation for appointment to the Chief Scout of Australia.

5. MEETINGS OF THE NATIONAL COUNCIL:

(A) GENERAL:

- (i) The National General Manager shall give at least thirty (30) days notice in writing of meetings of the National Council by emailing or posting such notice to each Member of the Council at their last recorded address.
- (ii) Nine (9) Members shall form a quorum at all meetings of the National Council.
- (iii) Except as provided by Clause 13 of these By-Laws a majority vote of Members or by duly authorised proxy at all properly constituted meetings of the National Council shall be sufficient determination in all matters requiring the decision of the National Council.
- (iv) The Chief Scout of Australia shall preside at any meeting of the National Council at which he/she is present. On other occasions, the President shall preside.

(B) ANNUAL MEETING:

- (i) The National Council shall meet at least once in every year.
- (ii) Matters proposed for decision on the agenda paper for the Annual Meeting shall be in writing and in the hands of the National General Manager not less than two (2) calendar months before the meeting.
- (iii) At the Annual Meeting the proceedings shall be:-
 - (a) to receive the Annual Report of the National Executive Committee;
 - (b) to receive and adopt the audited Accounts and Balance Sheet;
 - (c) to appoint and elect Members of the National Council;
 - (d) to appoint the President;
 - (e) to appoint Officers;
 - (f) to transact other business as submitted by the National Executive Committee, of which notice shall have been given in Notices convening the Meeting.

(C) ORDINARY MEETING:

- (i) The only matters to be discussed are those particularised on the Notices convening the meeting.

(D) CONDUCT OF MEETINGS

- (i) Meetings of the National Council may be conducted via face to face meetings, or electronic participation or a combination of face to face meetings and electronic participation.
- (ii) Voting at meetings of the National Council may be conducted by any combination of voting when physically present at a meeting, or electronically or via postal voting conducted electronically before the meeting.
- (iii) The National General Manager is to establish a process agreed by the NEC to provide appropriate validation of electronic voting.

6. NATIONAL EXECUTIVE COMMITTEE:

(a) COMPOSITION: The National Executive Committee shall consist of:-

- (i) The Chief Commissioner of Australia
- (ii) One (1) nominee by each Branch
- (iii) Additional nominees from 'Scouts Australia – Operations Branch' such that their total representatives (including in 6(a)(ii)) is equivalent to the number of state and territory jurisdictions in which they operate.
- (iv) Up to four (4) Directors as nominated by the National Executive Committee and appointed by the National Council.
- (v) At least two (2) Members of the National Executive Committee must be persons under the age of thirty (30) years at the time of appointment.

(b) APPOINTING DIRECTORS TO THE NEC:

- (i) Vote, upon a favourable vote of a simple majority of the Members participating in the meeting or by duly authorised proxy, and appoint up to four (4) Directors nominated by the National Executive Committee under section 6(a)(iv), one of whom shall be the Chair.
- (ii) In the event one or more of the four (4) Directors do not achieve the required number of votes, as per By-Law 6 (b)(i), or in the event of any vacancy of the four (4) Directors, the National Executive Committee shall nominate and appoint an alternate to fill the position on a casual basis until a suitable (permanent) person is nominated, and appointed by the National Council.

(c) CONDITIONS FOR APPOINTMENT AND CONTINUATION OF ROLE:

- (i) All members of the National Executive Committee, except for the four (4) Directors appointed pursuant to By-Law 6(a)(iv), must hold and maintain valid home Branch membership as a condition precedent for their appointment and nomination to the National Executive Committee and retention of the role.

- (ii) All members of the National Executive Committee and any members of its Sub-Committees shall be required to agree to the Policy and Rules of Scouts Australia, in particular the Code of Ethics and Code of Conduct, and commitment to provide a child safe environment for youth.
 - (iii) A National Executive Committee Member who has been suspended by their home Branch is to be suspended from the National Executive Committee and advised in writing by the Chair of the National Executive Committee within five (5) business days.
- (d) CHAIR AND VICE CHAIR:
- (i) The Chair of the National Executive Committee is appointed by the National Council at its Annual General Meeting, and must be one of the four Directors appointed under 6(a)(iv). They shall have one vote with no casting vote rights.
 - (ii) The Vice Chair of the National Executive Committee shall be elected by the National Executive Committee from its Members and in addition to any other agreed functions shall act as the Chair of the National Executive Committee during any absence of the Chair. However, in these circumstances, they shall not carry an additional vote as acting Chair.
 - (iii) The Chief Commissioner of Australia cannot be appointed Chair or Vice Chair.
- (e) MEETINGS:
- (i) The National Executive Committee will meet as it determines.
- (f) MANAGEMENT BY THE COMMITTEE:
- (i) The management of the business of The Scout Association of Australia shall be vested in the National Executive Committee and it may exercise all such powers and do all such acts and things as may be exercised or done by The Scout Association of Australia, and not by the Royal Charter or these By-Laws expressly directed or required to be exercised or done by the National Council or by the Operations Committee and subject to any regulations from time to time made or directions given by the National Council.
 - (ii) The National Executive Committee may appoint such sub-committees and advisory bodies as it considers expedient, each of which shall include one (1) or more persons under the age of thirty (30) years.
 - (iii) The National Executive Committee may acquire for The Scout Association of Australia any property, rights or privileges which The Scout Association of Australia is authorised to acquire at such prices and generally on such terms and conditions as it may think fit.
 - (iv) Motions to raise funds for the National Association through levies upon the Branches require a double majority to pass: a majority of all NEC members present (or by proxy), as well as a majority of all 6(a)(ii) NEC members present (or by proxy).

7. OPERATIONS COMMITTEE

- (a) COMPOSITION: The Operations Committee shall consist of:
 - (i) the Chief Commissioner of Australia;
 - (ii) the Chief Commissioner of each Branch or, if unable to attend, a proxy nominated by the Chief Commissioner of that Branch;
 - (iii) Additional nominees from 'Scouts Australia – Operations Branch' such that their total representatives (including the Chief Commissioner) is equivalent to the number of state and territory jurisdictions in which they operate.
 - (iv) the National Commissioners;
 - (v) the Chair of the National Rover Council or, if unable to attend, a proxy nominated by them;
 - (vi) a total membership where at least two members are under the age of thirty years.
- (b) CHAIRMAN: The Chief Commissioner of Australia shall chair meetings of the Operations Committee at which he/she is present; in his/her absence those present shall elect their chairman for that particular meeting.
- (c) MANAGEMENT AND RESPONSIBILITIES: Within budgetary approvals of the National Executive Committee the Operations Committee shall manage all matters pertaining to the delivery of the Scout Program in accordance with the National Goals, Policies and Rules, and in particular, shall
 - (i) develop and implement strategies to ensure growth in youth membership, including measures of performance and processes for reporting progress;
 - (ii) recommend to the National Executive Committee any changes to the educational objectives of the Movement considered desirable;
 - (iii) review, and approve changes, to the Youth Program;
 - (iv) recommend to the National Executive committee changes to the Adult Resources Policy;
 - (v) review, and approve changes, to the Adult Training and Development Program;
 - (vi) review, and approve changes, to all formal and alternative uniforms, subject to review of financial aspects by the National Executive Committee;
 - (vii) approve competency standards and curriculum for the conduct of youth activities;
 - (viii) co-ordinate and organise National youth events;

- (ix) develop and encourage international activities and opportunities for young people;
- (x) develop and encourage opportunities for effective co-operation between Branches;
- (xi) develop and encourage interaction with outside bodies where there is some affinity with the interests of the Association;
- (xii) appoint such sub-committees and advisory bodies as it considers expedient, each of which shall include one or more persons under the age of twenty-six years.

(d) **MEETINGS AND REPORTING:**

The Operations Committee

- a) will normally meet three times each year, co-ordinated with meetings of the National Executive Committee when these are held;
- b) shall report its decisions, recommendations and deliberations to the National Executive Committee as they are made;
- c) shall make any recommendations to the National Council through the National Executive Committee.

8. ADMINISTRATIVE AND COMMERCIAL STAFF:

- (a) The National Executive Committee may appoint such paid or honorary staff with such titles, duties, terms and conditions as it may determine from time to time. One member of staff shall be designated the principal administrative officer.
- (b) The National Executive Committee may appoint a public officer.

9. BY-LAW 9 DELETED BY NATIONAL COUNCIL MEETING ON 6 APRIL 2019

10. ACCOUNTS:

The National Council, through its National Executive Committee, shall cause true accounts to be kept of the receipts and expenditure of the National Council, and of the assets, credits and liabilities of the National Council.

11. AUDIT:

An Auditor or Auditors shall be appointed by the National Council at the Annual Meeting of the National Council.

12. CERTIFICATIONS OF APPOINTMENT:

Adults appointed to defined roles shall receive appropriate Certification as defined from time to time in Policy and Rules (or related document). The Certification shall be the document of authority to act for the relevant role.

13. ALTERATION OF BY-LAWS

These By-Laws shall not be altered, added to or rescinded except by a resolution passed by a majority vote of two-thirds (2/3rd) of the Members participating in the meeting or by duly authorised proxy and voting at an Ordinary Meeting of the National Council called for the purpose of considering alterations, additions, or rescissions of these By-Laws. The Notice convening the Meeting shall set forth full particulars of the alterations, additions, or rescissions that are proposed.

14. PROXIES:

Votes may be given by proxy provided that no person shall be appointed a proxy who is not an active member of a Branch and in the case of the National Council, is approved by that Council, and in that of the National Executive Committee, is approved by that Committee. Notice of the appointment of any proxy shall be forwarded to the National General Manager so as to be in their hands at least forty-eight (48) hours before the meeting at which such proxy is proposed to be used.