



BRANCH CONSTITUTION

(This Constitution was approved at a Special Meeting of Branch Council on 8 April 2010)

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| 1 | NAME |
| | The name of The Association shall be 'The Scout Association of Australia, Queensland Branch Inc.' ("the Branch "). |
| | MEMBERSHIP |
| 2 | <p>The members of the Association shall be:</p> <ul style="list-style-type: none"> (a) The Chief Scout; (b) The Chief Commissioner; (c) The members of the Executive Committee; (d) All financial registered Youth Members as defined in Policy & Rules, and currently including Joey Scouts, Cub Scouts, Scouts, and Venturer Scouts; (e) All financial registered Young Adult Members - Rover Scouts (Rovers); (f) All financial registered Adult Members as defined in Policy & Rules; (g) Honorary Life Members of the Association. <p>Supporters (as defined in clause 72) are not members.</p> |
| 3 | The members of the Association constitute the Scouting Movement in Queensland ("The Movement") |
| | OBJECTS |
| 4 | <p>The function of the Branch shall be to control the Movement in Queensland and in such other places as may be approved, and to do all things necessary for providing and maintaining an efficient organisation in Queensland and elsewhere as aforesaid in order to promote the objects and purposes of The Movement as set out in the Charter of the Branch and as further expressed in the Policy and Rules of The National Association and Queensland Branch Scouting Instructions as follows:</p> <ul style="list-style-type: none"> (a) The Aim is to encourage the physical, intellectual, emotional, social, and spiritual development of young people so that they may take a constructive place in society as responsible citizens, and as members of their local, national and international communities. |



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| | <p>(b) The Principles of Scouting, as identified by the Founder Lord Baden-Powell of Gilwell, are that Scouts should serve their God, act in consideration of the needs of others and develop and use their abilities to the betterment of themselves and their families, and the community in which they live. The three Principles are represented by a Code of Conduct, which characterises all members of the Movement, and are referred to as “Duty to God”, “Duty to Others” and “Duty to Self”.</p> <p>(c) The Aim is achieved through a system of progressive education, known as the Scout Method, the principal elements of which are:</p> <ul style="list-style-type: none"> (i) Voluntary membership of a uniformed group which, guided by adults, is increasingly self-governing in its successive age groups; (ii) Commitment to a code of living as expressed in the Promise and Law, the meaning of which is expanded as the member grows towards maturity; (iii) The provision of a wide range of attractive, constructive and challenging activities, including opportunities for adventure and exploration both indoors and outdoors; (iv) The provision of opportunities for leadership and responsibility; (v) Learning by doing; (vi) Encouragement of activity in small groups; (vii) An award scheme which encourages participation in a full range of activities and provides recognition of individual achievements. <p>(d) The Mission for 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. This is achieved by involving them throughout their formative years in a non-formal educational process.</p> <p>(e) Encouraging and facilitating participation by youth members in outdoor and sporting activities so as to maintain a high level of physical fitness and bodily well-being.</p> |
| 5 | POWERS OF THE BRANCH |
| | Without restricting the generality of the powers conferred in clause 4 hereof or any other powers conferred by this Constitution the Branch shall have power: |



- (a) 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 debt or liabilities to the discharge of which any such asset shall, when required, be applicable;
- (b) 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;
- (c) 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 Branch may think necessary or convenient for its purposes and in particular, any land, buildings, easements, machinery, plant and stock in trade;
- (d) 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 Branch's interests; and to contribute, subsidise or otherwise assist, or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof;
- (e) to invest and deal with all monies, funds and assets of the Branch, not immediately required for its purposes, in such manner as, from time to time, it may determine;
- (f) to lend money with or without security to Groups, or other Formations of Members of the Scout Movement in such manner as may be determined from time to time;
- (g) to borrow or raise money, with or without security, for any of the objects of the Branch, 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 Branch, in any way, and, in particular by the issue of debentures charged upon all or any of the Branch's property (both present and future) and to purchase, redeem or pay off any such securities;
- (h) to pay salaries and other sums in consideration or recognition of services as may, from time to time, be thought fit;
- (i) to draw, make, accept, endorse, execute, discount and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (j) to sell or dispose of any part of the assets of the Branch for such consideration as the Branch may think fit;

- (k) to sell, improve, manage, develop, exchange, mortgage, lease, dispose of, turn to account, or otherwise deal with, all or part of the property and rights of the Branch;
- (l) 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 Branch's property, of whatsoever kind, sold by the Branch or any money due to the Branch, from the purchasers or others;
- (m) 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 it, aid in, and contribute towards, carrying the same into effect;
- (n) 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 Branch;
- (o) to organise training and lectures and to publish and sell or distribute papers, books, pamphlets, and information for the purpose of creating or stimulating interest in, and promoting the objects of the Branch and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purposes of the Branch;
- (p) to encourage, aid and facilitate the formation of bodies or organisations of 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 prizes, badges, certificates and other rewards of merit, to be competed for, or awarded to them;
- (q) to conduct any business or enter into any commercial arrangement with a view to generating income to be used in furthering the aims and objects of the Movement;
- (r) to assist past or present 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 that purpose;
- (s) 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 Branch, and to undertake all, or any, of the liabilities of any such society, or body;
- (t) to make and carry out any arrangements for joint working or cooperation with any other society or body, whether incorporated or

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| | <p>not, carrying on work similar to any work for the time being carried on by the Branch;</p> <ul style="list-style-type: none"> (u) to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Branch; (v) to enter into any arrangement with any educational authorities or any department of the Government of the Commonwealth of Australia or any of the States or Territories thereof or of the government of any other sovereign nation; (w) to establish and maintain a Branch Headquarters Office; (x) to conduct a Shop and/or branches and depots of same for the sale of Scout uniforms, badges, gear, camping equipment and other goods; (y) to acquire, improve and maintain training and camping ground or grounds; (z) to enter into arrangements with other organisations providing outdoor and sporting facilities for young people; (aa) to enter into contracts and arrangements with other entities and organisations relating to the use by the said entities and organisations of Scout facilities; (bb) generally 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 Branch or to the exercise of its said powers. |
| 6 | ADMINISTRATION |
| | <ul style="list-style-type: none"> (a) Subject to the requirements of the Policy and Rules and Charter of The Association, the Branch shall be governed by a Council the members thereof being those entitled to vote at a general meeting. Decisions of the Council shall be made by resolution passed at a General Meeting and all the powers of the Branch may be exercisable by it in general meetings; (b) A General Meeting may delegate all or any of its powers to any delegate or delegates it chooses and may revoke such delegation at will, as permitted by law; (c) An Executive Committee elected by a General Meeting shall be responsible for and is vested with the general administration of the Branch and shall have all the power necessary to carry out its objects and functions; (d) Council in general meeting may hear and determine appeals by a member of Executive whose position was revoked pursuant to clause |

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| | 28(b) or by a member whose membership of the Association was withdrawn pursuant to clause 12(e). |
| | CHIEF SCOUT OF THE BRANCH |
| | APPOINTMENT |
| 7 | The Chief Scout of the Branch ('Chief Scout') shall be appointed by the Chief Scout of Australia on the recommendation of the Executive Committee. |
| | FUNCTIONS |
| 8 | The functions of the Chief Scout shall be: <ul style="list-style-type: none"> (a) to foster and encourage the Scout Movement in Queensland as opportunity may arise; (b) where possible to participate in major Scouting events. |
| | CHIEF COMMISSIONER OF THE BRANCH |
| | APPOINTMENT |
| 9 | A General Meeting of Council may, on the recommendation of the Executive Committee, after the procedures laid down in a by-law approved by a General Meeting of Council for selecting a Chief Commissioner have been followed, propose that a member of the Movement be Chief Commissioner and member of the Executive Committee for a term not exceeding three years. That recommendation shall be forwarded through the Branch Chief Scout to the Chief Scout of Australia who shall be responsible for making the appointment. |
| 10 | On the recommendation of the Executive Committee a General Meeting of Council may extend the term of office of a Chief Commissioner for a further period not exceeding three years. Any further extension can only be made after the procedure laid down in the by-law for appointment of a new Chief Commissioner has been followed. |
| 11 | The Chief Commissioner may appoint such Deputy Chief Commissioners, Assistant Chief Commissioners, Branch Commissioners, other Commissioners and other Advisors and Leaders as the Chief Commissioner considers necessary to run the affairs of the Branch. |
| 12 | The Chief Commissioner is the chief executive of the Branch and the functions of the Chief Commissioner shall include: <ul style="list-style-type: none"> (a) being solely responsible to the Branch Council for the control of training of all Scouts and all Scout activities within the Branch; (b) being responsible for the enforcement of Rules and By-Laws of The Movement and the Branch throughout the area controlled by the Branch; |

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| | <p>(c) promoting the organisation and effective working of the Branch;</p> <p>(d) defining boundaries of Formations within the Branch;</p> <p>(e) at his/her sole discretion admitting, cancelling, suspending, or withdrawing a person's membership of the Association without being required to state reasons for so acting;</p> <p>(f) at his/her sole discretion issuing Certificates of Appointment;</p> <p>(g) at his/her sole discretion determining, cancelling, suspending and withdrawing Certificates of Appointment and applications without being required to state reasons for so acting;</p> <p>(h) determining personally or by nominee any dispute arising between members of the Movement or between Groups or Formation within the Movement.</p> |
| 13 | <p>(a) The Chief Commissioner may resign by notice given to the Chief Scout of Australia, the Chief Scout of the Branch and the President. The resignation shall be effective on the date stated in the notice and, if no date is stated, on the date the notice is received by the President.</p> <p>(b) The Executive Committee may establish a subcommittee to investigate any complaint that it considers might warrant the cancellation of the Chief Commissioner's appointment. The subcommittee shall report directly to the Executive Committee and if action is required a report outlining the reason for suspension or cancellation will be forwarded to the Chief Scout of Australia with a clear request and recommendation for the action required.</p> |
| 14 | <p>(a) In the event of there being no Chief Commissioner at any time, or during the absence of the Chief Commissioner, or because for any reason the Chief Commissioner is unable to act in that office, a Deputy Chief Commissioner appointed by the Chief Commissioner or the President shall act as Chief Commissioner for a period not to exceed 6 months.</p> <p>(b) In the event of the Chief Commissioner resigning, or in the event of the appointment of the Chief Commissioner being cancelled, or in the event the Chief Commissioner is absent or unable to act for a period in excess of six months the Executive Committee may take steps under clause 9 to have a new Chief Commissioner appointed.</p> |
| | GENERAL MEETINGS |
| 15 | <p>(a) A General Meeting of Council shall be held twice in each calendar year. One of those meetings shall be designated the Annual General Meeting of Council which meetings must be held not more than 13 months apart and not later than 3 months after the close of the financial year.</p> |

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| | <p>(b) The business of the Annual General Meeting of Council shall be to receive the annual report of the Executive Committee, to consider the accounts and the auditor's report thereon, to elect the President, Honorary Treasurer, Secretary and the Members of the Executive Committee and to transact any business of which due notice has been given.</p> |
| 16 | <p>In order to provide the widest representation of all members of the Movement in the affairs of the Branch and also to ensure that the management of any General Meeting of Council, including any Special General Meeting of Council, is practicable, only the following members of the Movement shall be entitled to move motions and vote at any such meeting:</p> <ul style="list-style-type: none"> (a) The Chief Scout; (b) The Chief Commissioner; (c) Honorary Life Members; (d) Members of the Executive Committee; (e) Deputy and Assistant Chief Commissioners of the Branch; (f) Branch, Region, District and Project Commissioners of the Branch (provided that Commissioners who reside 200km or more from the Brisbane GPO may, by writing received by the Secretary 7 days prior to a General Meeting of Council, nominate a Member of the Movement as a nominee who shall be entitled to move motions and vote at the meeting); (g) Branch Rover Executive Chairman; (h) Group Leaders with a Certificate of Appointment; (i) Honorary Commissioners. |
| 17 | <p>Any member of the Movement not listed in clause 16 shall be entitled to attend and speak at any General Meeting of Council but shall not be entitled to move a motion or vote.</p> |
| 18 | <ul style="list-style-type: none"> (a) Voting at any General Meeting of Council shall be by show of hands unless one-third of the members present and entitled to vote request a secret ballot. No voting by proxy shall be allowed at any General Meeting of Council. The chairman shall have a casting vote as well as a deliberative vote. (b) At any General Meeting of Council a declaration by the chairman that a resolution has been carried or carried by a specific majority or lost or not carried by a specific majority and an entry to that effect in the books of the Branch shall be conclusive evidence of the fact without proof of the number or relative proportion of the votes recorded in favour of or against such resolution. |

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| 19 | The President may, following the procedure laid down in a by-law, invite up to 50 members of the community who support the Aim and Principles of the Movement, but who may not have taken the Scout Promise, to attend General Meetings of Council. Such persons shall have the right to speak but not to move a motion or vote. |
| 20 | Any of the following may requisition a Special General Meeting of Council: (a) The Chief Scout; (b) The Chief Commissioner; (c) The President; (d) The Executive Committee; (e) Thirty members of the Movement who have the right to vote at a General Meeting of Council. |
| 21 | A written requisition for the holding of a Special General Meeting of Council must be delivered to the Secretary stating the nature of the business to be transacted at that Meeting. Such meetings must be held within 30 days of the requisition being received by the Secretary. |
| 22 | The Secretary shall give all members entitled to vote at a General Meeting of Council 14 days notice of the time and place for the holding of any General Meeting of Council and particulars of any business to be considered of which notice has been given to the Secretary. Such notice shall be in accordance with by-laws approved by a General Meeting of Council. Such by-laws may require the Secretary to give wider notice of the holding of such a Meeting to the Movement. The accidental omission to give notice to a member or the failure of a member to receive the notice shall not invalidate the Meeting or anything done thereat. |
| 23 | Fifteen members entitled to vote shall constitute a quorum for a General Meeting of Council. |
| 24 | The President shall chair a General Meeting of Council and in the absence of the President the meeting shall elect a member to chair proceedings. |
| THE EXECUTIVE COMMITTEE | |
| 25 | The objects and functions of the Executive Committee shall include: (a) Marketing and promoting Scouting; (b) Determining Branch strategic direction and alliances; (c) Setting Branch policy and behaviour; (d) Managing agendas and communications; |

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| | <ul style="list-style-type: none"> (e) Assuring operational and financial capabilities of the Branch; (f) Overseeing operating performance and improvement of the Branch; (g) Ensuring appropriate succession of officers and members of the Committee; (h) Ensuring the Chief Commissioner has the staff and resources to provide the appropriate programme to youth members; (i) Ensuring the Chief Commissioner has the staff and resources necessary to train leaders to meet the required levels of competency; (j) Ensuring that property and personnel within the Branch are adequately protected by insurance; (k) Reporting on the activities of the Branch twice a year to a General Meeting; (l) Making provision for the appointment of such paid or honorary staff and such contractors and consultants with such roles, titles, duties, terms and conditions as may be determined from time to time. |
| <p>26</p> | <p>The Executive Committee shall consist of the following persons:</p> <ul style="list-style-type: none"> (a) The President who shall be Chairman of the Executive Committee; (b) The Chief Commissioner; (c) The Secretary; (d) The Honorary Treasurer; (e) Three Commissioners attached to the Branch; (f) Five adults who are or who are eligible to apply to become members of the Movement; <p>Provided that at least two Members of the Executive Committee must be Members of the Movement under the age of 30 at the time of the election.</p> <p>Persons nominated for the position referred to in (a), (c), (d) and (f) need not be a members of the Movement at the time of nomination but if elected shall apply to become an Adult Support Member within 48 hours of the election.</p> |
| <p>27</p> | <p>The members of the Executive Committee, other than the Chief Commissioner, shall be elected at the Annual General Meeting of Council and shall hold office until the next Annual General Meeting of Council. The notice of meeting shall call for nominations for positions on the Executive Committee and nominations should be received by the Secretary 7 days before the meeting. If insufficient nominations are received, nominations may be made from the floor at the meeting.</p> |

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| <p>28</p> | <p>(a) A member of the Executive Committee may resign at any time by giving notice in writing to the Secretary. The resignation will become effective on the date stated in the notice and if no date is stated, on the date the notice is received by the Secretary.</p> <p>(b) A member of the Executive Committee, other than the Chief Commissioner, shall cease to be a member if the Executive Committee by a majority of two-thirds of its members so resolves at a meeting duly convened and where notice of such resolution was included in the notice convening the meeting.</p> |
| <p>29</p> | <p>The Executive Committee shall have the power to appoint a person to fill any casual vacancy on the Executive Committee and the person so appointed shall hold office until the next Annual General Meeting of Council. In making such appointment the Executive Committee must maintain the balance of membership provided for by clause 26 and the provisions of that clause shall apply to the person nominated to fill the vacancy.</p> |
| <p>30</p> | <p>The Executive Committee shall meet as required but at least once each month from February to November inclusive. Five members shall constitute a quorum.</p> |
| <p>31</p> | <p>(a) The Executive Committee may regulate its proceedings as it sees fit.</p> <p>(b) A member of the Executive Committee shall immediately declare any conflict of interest in relation to any matter before the Executive and shall not vote in respect of any contract or proposed contract with the Branch in which he or she has a conflict of interest, and if he or she does so, the vote shall not be counted.</p> <p>(c) Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman shall have a casting vote as well as a deliberative vote.</p> |
| <p>32</p> | <p>The Executive Committee shall appoint a Finance Committee which shall be chaired by the Honorary Treasurer.</p> |
| <p>33</p> | <p>The powers of the Finance Committee shall include the following:</p> <ul style="list-style-type: none"> (a) Reviewing the financial performance of the Branch on a monthly basis; (b) Reviewing and approving the monthly financial reports; (c) Reviewing and approving the annual operating budget; (d) Reviewing all proposals for capital expenditure and reserve allocations prior to presentation to the Executive Committee; (e) Reviewing all accounting and fiscal procedures within the Branch and ensure the adequacy of internal controls; (f) Monitoring the proper authorization of activities and expenditures; |

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| | <ul style="list-style-type: none"> (g) Ensuring accuracy of records and annual financial reports; (h) Approving the annual financial report; (i) Providing independent oversight over Branch accounting and financial reporting; (j) Overseeing the annual audit; (k) Managing the investment portfolio of the Branch; (l) Advising on governance issues where appropriate. |
| 34 | The Executive Committee may delegate any of its functions and powers to a sub-committee consisting of persons appointed by the Executive Committee. Membership of a sub-committee shall not be restricted to members of the Movement. A sub-committee shall conform to any regulation or direction that may from time to time be imposed on it by the Executive Committee and no decision of a sub-committee shall be binding on the Movement unless ratified by the Executive Committee. |
| 35 | The Executive Committee may appoint such number of members of the movement to be Honorary Vice-Presidents for such term as may be determined from time to time. Such persons shall perform functions from time to time as requested by the Chief Commissioner or the President. |
| | THE SECRETARY |
| 36 | <p>The duties of the Secretary include:</p> <ul style="list-style-type: none"> (a) managing correspondence for the Executive Committee; (b) preparing and distributing notices of meetings, agendas and minutes for General Meetings and meetings of the Executive Committee; (c) carrying out the functions of a secretary pursuant to the Associations Incorporation Act 1981. |
| 37 | <ul style="list-style-type: none"> (a) The Secretary shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Branch and the dates of their admission; (b) Particulars shall also be entered into the Register of deaths, resignations, terminations and re-instatements of membership and any further particulars as the Executive Committee may require from time to time; (c) Subject to the Privacy Policy of the Movement, the Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection. |

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| | HONORARY LIFE MEMBERS |
| 38 | <p>(a) A member who has rendered outstanding service to the Movement in any of the spheres of its activities may be appointed by a General Meeting of Council to be an Honorary Life Member of the Movement;</p> <p>(b) nomination for appointment as an Honorary Life Member shall first be considered by a Committee comprising:</p> <ul style="list-style-type: none"> (i) the President; (ii) the Chief Commissioner; and (iii) one Honorary Life Member <p>(c) no appointment to Honorary Life Membership shall be made other than upon the recommendation of the aforesaid Committee;</p> <p>(d) upon the recommendation of the aforesaid Committee, an Honorary Life Member may be appointed by a General Meeting of Council by resolution passed by a majority of not less than 80 per centum (80%) of the members present and voting at the General Meeting of Council at which the resolution is moved;</p> <p>(e) specific notice of intention to move a resolution for the appointment of an Honorary Life Member shall be included in the notice of the General Meeting at which it is intended to move the resolution;</p> <p>(f) a certificate in such form and in such terms as may be approved by the Chief Commissioner shall be presented to any person appointed to Honorary Life Membership.</p> <p>(g) Any person appointed an Honorary Life Member of Branch Council under an earlier Constitution shall be deemed to be an Honorary Life Member of the Movement.</p> |
| | AUDIT |
| 39 | An auditor or auditors ('Branch Auditors') shall be appointed annually by the Annual General Meeting of Council and the remuneration shall be fixed by the Executive Committee. |
| 40 | Branch Auditors shall not be members of Branch but shall be persons who for the time being are registered as company auditors under the Corporations Law or any other legislation regulating the audit of the affairs of a company registered under the Corporations Law. |
| 41 | The Executive Committee shall fill any casual vacancy in the position of Branch Auditors by appointment of an eligible person. |
| 42 | The Branch Auditors shall audit annually the accounts which are maintained at the Branch Headquarters under the direct administrative control of the Branch, |

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| | or more often if required, and shall report as far as possible in the same manner as if the audit were in relation to the affairs of a company registered under the Corporations Law. |
| 43 | The report of Branch Auditors together with a statement of the receipts and expenditure relating to all accounts maintained at the Branch Headquarters under the direct administrative control of Branch and a Balance Sheet and details of the assets and liabilities and of all mortgages, charges and securities affecting the property of the Branch at the close of the financial year shall be furnished by Branch Auditors to the Treasurer for submission to the Executive Committee as soon as possible after the close of the financial year. |
| 44 | It shall be the duty of every officer and servant of the Branch to furnish to Branch Auditors such books, accounts, documents, information and explanations as they may require. |
| 45 | Branch Auditors shall not be responsible for the audit of the separate accounts (not under the direct administrative control of Branch) of Formations, Groups and other bodies within The Association. Such accounts shall be subject to independent audit as required by the Rules of the Association or as provided by law. |
| | FINANCE |
| 46 | <p>(a) The income and property of the Branch howsoever derived shall be used and applied solely in promotion of the activities of the Branch in the furtherance of its objects and in the exercise of the powers set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to or amongst the members of the Movement;</p> <p>(b) Provided that nothing herein contained shall prevent the payment by way of remuneration to any member of the Movement for services actually rendered or the payment or repayment to any member of out-of-pocket expenses or payment of the proper charges for use by the Branch of goods or property of any member.</p> |
| | GENERAL BANK ACCOUNT |
| 47 | The Branch Headquarters shall have a general bank account at such bank as may be determined by the Executive Committee. The bank account shall be in the name of 'The Scout Association of Australia, Queensland Branch Inc.'. |
| 48 | <p>(a) Cheques drawn on or electronic funds transferred from the general bank account shall be signed by any two of the following, viz.:</p> <p>Honorary Treasurer, President, Chief Commissioner, or other member of the Executive Committee or Branch Headquarters staff authorised to do so.</p> <p>(b) Cheques drawn in favour of the Branch may be endorsed for negotiation through the Bank by any one of the persons described in</p> |

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| | clause 48(a) authorised to sign cheques or by any member of the Branch Headquarters staff duly authorised by any two of such persons. |
| | SPECIAL BANK ACCOUNTS |
| 49 | In addition to the general bank account, such special bank account or accounts may be opened with bank or banks and for such purposes as the Executive Committee may from time to time determine. |
| 50 | Every such special bank account shall be in the name of "The Scout Association of Australia, Queensland Branch Inc." with the addition of a word or words designating the special purpose for which the account is opened e.g. "Quartermaster's Account". |
| 51 | Cheques drawn on or electronic funds transferred from such special accounts or withdrawal forms in the case of savings bank accounts, shall be signed by any two of the persons described in clause 48(a) authorised to operate on the general bank account or by any two Members of the special subcommittee (if any) authorised by the Executive Committee to supervise the special purpose in relation to which the bank account has been opened, and cheques may be endorsed for negotiation through such special bank account by any one of the above persons or by a member of the Branch Headquarters staff duly authorised by any two persons described in clause 48(a). |
| | ACCOUNTS FOR PAYMENT |
| 52 | All payments by the Branch Headquarters from the bank accounts shall be ratified by the Finance Committee. |
| 53 | All accounts for payments from any special bank account shall before payment be passed for payment by the special subcommittee (if any) for whose purpose the special bank account has been opened, or by the Finance Committee if there is no such special subcommittee. |
| 54 | Where accounts have been passed for payment from a special bank account by a special subcommittee, a copy of the minutes of the meeting of such subcommittee, at which such payments were authorised, shall be presented to the next succeeding meeting of the Finance Committee for confirmation. |
| | BOOKS OF ACCOUNT |
| 55 | The Executive Committee shall cause true accounts to be kept of the receipts and expenditure in relation to all matters under the direct administrative control of Branch and the matters in respect of which such receipts and expenditure take place and of the assets credit and liabilities of the Branch Headquarters. The books of account shall be kept at the Branch Headquarters office and shall be open to inspection by any member of Branch. |
| 56 | Where a special subcommittee has been appointed to administer a special bank account, such subcommittee shall cause a true account of its receipt and expenditure to be kept, and a statement of receipts and expenditure shall be |

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| | presented annually to the Executive Committee and at such other time or times as the Executive Committee may require. |
| | REPORTS AND FINANCIAL STATEMENT |
| 57 | At the Annual General Meeting of Council in every year the Executive Committee shall lay before it an account showing the result of the year's working together with a balance sheet certified by the Branch Auditor setting out details of the income and expenditure of the Branch, the assets and liabilities of the Branch and of all mortgages, charges and securities affecting the property of the Branch as at the close of the previous financial year. |
| | FINANCIAL YEAR |
| 58 | The financial year of the Branch shall be from 1 April to 31 March. |
| | SEAL |
| 59 | <p>(a) The Executive Committee shall provide for the safe custody of the Common Seal of the Branch which shall never be used except on the authority of the Executive Committee and in the presence of two Members of the Executive Committee at the least who shall sign the instrument to which the seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Executive Committee;</p> <p>(b) The Executive Committee may by resolution authorise the use in the future of the Common Seal on specified documents provided that the use shall be ratified at the next ensuing meeting of the Branch Executive.</p> |
| | NOTICES |
| 60 | <p>(a) Any notice shall be sufficiently served if served personally at, or by sending it by post in a prepaid envelope to, the members address as communicated to the secretary, or by sending it to the facsimile number or electronic address or such other address the member has supplied to the secretary for the receipt of notices. Any notice shall be deemed to have been received on the day after it was sent;</p> <p>(b) The Executive Committee may determine the way in which a notice may be given.</p> |
| 61 | The non-delivery of any notice of meeting shall not invalidate the proceedings at such meeting. |
| | INDEMNITY |
| 62 | The Branch shall indemnify the following persons against all damages, costs, expenses or loss for which they may become liable by reason only of such acts or things done by them as are hereunder specified: |

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| | <p>(a) every member of Branch and of the Executive Committee in respect of any act or thing done by them in the discharge of their duty as such member;</p> <p>(b) every member of the staff (whether paid or unpaid) directly employed by the Executive Committee in or about the business of the Branch Headquarters in respect of any act or things done by them in the discharge of their duty as a Member of such staff;</p> <p>(c) every Commissioner and every person acting under the authority of a Commissioner in respect of any act or thing done by him or her in discharge of any duty authorised by these Rules or by any By-Law rule or regulation made there under or by the Policy and Rules of The Association.</p> |
| 63 | The liability of the Branch and of its officers, leaders, servants and agents for damage or personal injury or illness sustained by any member of the Movement while participating in any Scouting activity or function connected with the Movement or when travelling to and from such activities or functions arising from any cause whatsoever (including negligence or breach of statutory duty) shall be limited to the amount payable by way of compensation or damages in respect of such damage or personal injury or illness under any policy of insurance held by the Branch to indemnify it against any such claims. Except as provided herein the Movement, its officers, leaders, servants and agents shall not be liable for damage, injury or illness suffered or sustained by any member during any Scouting activity or function connected with the Movement arising from any cause whatsoever. |
| | APPLICATION OF RULES |
| 64 | <p>(a) The Policy and Rules of the Association as amended from time to time by the National Council shall be regulations of and binding on the Branch and all parts of it.</p> <p>(b) In the event of any inconsistency, the Policy and Rules of The Association shall prevail to the extent of any inconsistency over the Constitution and By-Laws of the Branch.</p> |
| | INTERPRETATION |
| 65 | If any question as to the interpretation, application or meaning of this Constitution or of any by-law, rule or regulation is referred to a General Meeting of Council it shall have power to decide such question and its decision shall be final and conclusive. |
| | ALTERATION OF CONSTITUTION |
| 66 | Subject to the provisions of the Act, this Constitution may be amended, rescinded or added to from time to time by a resolution passed at any General Meeting of Council by a majority of not less than 75 per centum (75%) of the members present. Provided that no such amendment, rescission or addition |

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| | shall be valid unless the same shall have been registered by the Secretary under the Act. |
| 67 | At least 21 days written notice of the meeting giving the time, place and purpose of the meeting together with a copy of the proposed amendment, rescission or addition shall be sent or given to each member of Branch entitled to vote at a General Meeting of Council. |
| | BY-LAWS |
| 68 | A General Meeting of Council shall have power to make and amend from time to time By-Laws not inconsistent with this Constitution. The Secretary shall keep a record of all by-laws and they shall be available for inspection by any Member of the Movement. |
| | DISSOLUTION |
| 69 | If upon the winding up of dissolution of the Branch there remains after satisfaction of its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Branch but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Branch, approved for the purposes of Section 78(i)(a), of The Income Tax Assessment Act, and exempt under chapter 10 of the Duties Act 2001 and which shall also prohibit the distribution of its property among its members, such institution or institutions to be determined by the Branch at or before the time of dissolution and approved by the National Council of the Association, and in default thereof in accordance with the Act and the Duties Act. |
| | DEFINITIONS |
| 70 | Terms used in this Constitution bear the same meaning as they do in the Policy & Rules of the Scout Association of Australia and the Queensland Branch Scouting Instructions. |
| | TRANSITIONAL |
| 71 | All rules, by-laws, decisions and appointments made by the Chief Commissioner, the Branch Council or the Branch Executive Committee whilst the previous Constitution was in force remain valid and in force under this Constitution until such time as the rule, by-law, decision or appointment is rescinded or amended by a decision duly made under this Constitution. |
| | SUPPORTERS OF THE ASSOCIATION |
| 72 | <p>(a) Shall be persons who support the aims and principles of the Association;</p> <p>(b) Are not Members of the Association as defined under clause 2;</p> <p>(c) Are not entitled to attend General Meetings, Special General Meetings or to move motions or to vote at any such meetings.</p> |

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APPROVAL OF BRANCH CONSTITUTION

Approved at a Special Meeting of Branch Council on 8 April 2010

Approved by the Department of Employment, Economic Development and Innovation on 24 May 2010

AMENDMENTS

1. Amendment/s approved at meeting of Branch Council on 28 October 2012
2. Amendment/s approved at meeting of Branch Council on 27 June 2013
3. Amendment/s approved at meeting of Branch Council on 30 October 2014