



**CONSTITUTION OF  
THE SCOUT ASSOCIATION OF AUSTRALIA, QUEENSLAND BRANCH INC.**

<b>1.</b>	<p><b>DEFINITIONS</b></p> <p>a. Terms used in this Constitution bear the same meaning as they do in Policy &amp; Rules and the Queensland Branch Scouting Instructions.</p> <p>b. Any reference to this Constitution includes a reference to its By-Laws.</p> <p>c. The following terms have the following meanings.</p> <p><b>The Association or The Branch</b> The name of The Association shall be “The Scout Association of Australia, Queensland Branch Inc.” (“the Branch”).</p> <p><b>The Act</b> Associations Incorporation Act 1981 (Qld) and any Regulations</p> <p><b>Policy &amp; Rules</b> Policy and Rules of the Scout Association of Australia</p> <p><b>Queensland Branch Scout Instructions (QBSI)</b> The Queensland Branch Scouting Instructions which provide operational direction to all Adults in Scouting, Young Adults and Youth Members from the Chief Commissioner and BEC approved Policy affecting the delivery of Scouting.</p> <p><b>Special resolution</b> has the same meaning as set out in the Act</p> <p><b>Chair</b> means the Chair of the Branch Executive Committee, unless the context otherwise requires.</p> <p><b>General Meeting, Annual General Meeting, Special General Meeting and General Meeting of Council</b> means a general meeting of the Branch for the purposes of the Act.</p>
	<p><b>MEMBERSHIP</b></p>
<b>2.</b>	<p>The members of the Association shall be:</p> <p>a. The Chief Scout;</p> <p>b. The Chief Commissioner;</p> <p>c. The members of the Executive Committee;</p>

	<p>d. All Youth Members as defined in Policy &amp; Rules, recorded as active in the Branch membership system;</p> <p>e. All Young Adult Members as defined in Policy &amp; Rules, recorded as active in the Branch membership system;</p> <p>f. All Adult Members as defined in Policy &amp; Rules, recorded as active in the Branch membership system;</p> <p>g. Honorary Life Members of the Association.</p> <p>Supporters are persons who support the Purpose and Principles of the Association but are not members of the Association [having not made the commitment of the Scout Promise] as defined under this clause. They are not entitled to attend General Meetings, Annual General Meetings, Special General Meetings and general Meetings of the Council and are not entitled to move motions or vote at such meetings.</p>
<b>3.</b>	The members of The Association constitute the Scouting Movement in Queensland ("The Movement")
	<b>OBJECTS AND PURPOSE</b>
<b>4.</b>	<p>The function of the Branch shall be to</p> <p>a. lead and manage the Movement in Queensland and in such other places as may be approved by the Branch Executive Committee;</p> <p>b. to do all things necessary for providing and maintaining an efficient organisation in Queensland and elsewhere as aforesaid in order to promote the Mission, Purpose, Values, Goals and Method of The Movement as set out in Policy &amp; Rules; and,</p> <p>c. including to establish, maintain and operate facilities and other resources to encourage and facilitate participation by young people in educational, environmental, outdoor, sporting, recreation and cultural programs.</p>
<b>5.</b>	<b>INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021</b>
<b>6.</b>	<b>ADMINISTRATION</b>
	<p>a. Subject to the requirements of Policy &amp; Rules 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 of Council.</p> <p>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.</p> <p>c. An Executive Committee whose members are elected by a General Meeting shall be responsible for and is vested with the general administration, business and operations of the Branch. The Executive Committee shall have all the</p>

	<p>power necessary to carry out the objects and purpose of the Branch. For the purposes of the Act, the Executive Committee is the “management committee” of the Branch.</p> <p>d. Council in General Meeting may hear and determine appeals against actions taken pursuant to clauses 12f or 28 of this Constitution.</p>
	<b>CHIEF SCOUT OF THE BRANCH</b>
	<b>APPOINTMENT</b>
<b>7.</b>	The Chief Scout of the Branch (“Chief Scout”) shall be appointed by the Chief Scout of Australia on the recommendation of the Executive Committee. The Chief Scout may wear the uniform of a Commissioner if he/she desires.
	<b>FUNCTIONS</b>
<b>8.</b>	<p>The functions of the Chief Scout shall be those conferred through Policy &amp; Rules and in addition:</p> <p>a. To foster and encourage the Scout Movement in Queensland;</p> <p>b. Where possible to participate in major Scouting events.</p>
	<b>CHIEF COMMISSIONER OF THE BRANCH</b>
	<b>APPOINTMENT</b>
<b>9.</b>	<p>The Chief Commissioner of the Branch shall be appointed by the Chief Scout of Australia, but only after:</p> <p>a) A selection process for the recommendation of Chief Commissioner has been followed in accordance with a By-Law; and</p> <p>b) The appointment has been recommended by the Executive Committee to the Council; and</p> <p>c) The Council has, in General Meeting, passed a resolution in favour of the proposed appointment; and</p> <p>d) The appointment has been recommended to the Chief Scout of Australia in a manner prescribed in Policy &amp; Rules.</p> <p>The initial term of appointment of the Chief Commissioner of the Branch shall be for no more than three (3) years.</p>
<b>10.</b>	On the recommendation of the Executive Committee a General Meeting of Council may extend the term of the Chief Commissioner for a further period not exceeding three (3) years. Any extension beyond the further period can only be made after the provisions of clause 9 of the Constitution have again been fulfilled.
<b>11.</b>	The Chief Commissioner may appoint such Deputy Chief Commissioners, Assistant Chief Commissioners, Branch Commissioners, other Commissioners, Advisers and Leaders necessary to fulfill the Chief Commissioner’s functions.

<p><b>12.</b></p>	<p>The Chief Commissioner's functions and powers shall include:</p> <ul style="list-style-type: none"> <li>a. Being accountable to the Branch Council for the training of all Scouts and all Scout activities within the Branch;</li> <li>b. Being responsible for the enforcement of Policy &amp; Rules and QBSI throughout the area controlled by the Branch;</li> <li>c. Promoting the organisation and effective working of the Branch;</li> <li>d. Defining boundaries of Formations within the Branch;</li> <li>e. To increase the membership of the Branch</li> <li>f. At his/her sole discretion admitting, cancelling, suspending, or withdrawing a person's application for membership or membership of the Association, or Certification as defined in Policy &amp; Rules within the Association without being required to state reasons for so acting;</li> <li>g. At his/her sole discretion issuing Certification as defined in Policy &amp; Rules;</li> <li>h. Determining personally or by nominee any dispute arising between <ul style="list-style-type: none"> <li>i. members of the Movement, or</li> <li>ii. a member and the Association</li> </ul> </li> </ul> <p>in accordance with QBSI 3.10 Disputes, Grievances and Complaints Policy and any future grievance policy approved by the Association.</p>
<p><b>13.</b></p>	<ul style="list-style-type: none"> <li>a. The Chief Commissioner may resign by notice given to the Chief Scout of Australia, the Chief Scout of the Branch, the President and the Chair. 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 Chair.</li> <li>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.</li> </ul>
<p><b>14.</b></p>	<ul style="list-style-type: none"> <li>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 Chair shall act as Chief Commissioner for a period not to exceed 6 months.</li> <li>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.</li> </ul>

<b>GENERAL MEETINGS</b>	
<b>15.</b>	<ul style="list-style-type: none"> <li>a. The Annual General Meetings of Council must be held within six (6) months after the end of the financial year or on a date that is permissible by the Act.</li> <li>b. The business of the Annual General Meeting of Council shall be to receive the annual report of the Executive Committee including any sub-committees, to consider the accounts and the auditor's report thereon, to elect the President, Chair, Honorary Treasurer and the Members of the Executive Committee and to transact any business of which due notice has been given.</li> </ul>
<b>16.</b>	<p>The following members of the Movement shall be entitled to move motions and vote at any General Meeting and shall constitute the Council:</p> <ul style="list-style-type: none"> <li>a. The Chief Scout;</li> <li>b. The President and any Vice-Presidents;</li> <li>c. The Chair;</li> <li>d. The Chief Commissioner;</li> <li>e. Honorary Life Members;</li> <li>f. Members of the Executive Committee;</li> <li>g. Deputy and Assistant Chief Commissioners of the Branch;</li> <li>h. Branch, Region, District and Project Commissioners of the Branch;</li> <li>i. Branch Rover Adviser;</li> <li>j. Three (3) members of the Branch Rover Executive selected by the Branch Rover Executive;</li> <li>k. Three (3) members of the Branch Youth Council selected by the Branch Youth Council;</li> <li>l. Group Leaders holding a current Certification as defined in Policy &amp; Rules;</li> <li>m. Honorary Commissioners.</li> </ul> <p>Those members listed in this clause shall be entitled to move motions and vote when the appointment is held in the Branch membership system at the time of issuing the notice of meeting and continuing to hold the appointment at the time of the meeting.</p>
<b>17.</b>	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.
<b>18.</b>	<ul style="list-style-type: none"> <li>a. General Meetings of the Council may be conducted in any manner prescribed by the Act.</li> </ul>

	<p>b. The Executive Committee shall determine, prior to the notice of meeting issuing, what means shall be used to conduct a general meeting and/or to records votes before or at the meeting. The Executive Committee shall also determine the specific technology to be used, provided that any electronic voting has appropriate validation safeguards. The Executive Committee may delegate its powers under this clause to the Secretary.</p> <p>c. Voting at meetings of the Council may be conducted by any of the following or a combination of the following;</p> <ol style="list-style-type: none"> <li>i. By electronic means, either at a meeting or while attending a meeting via electronic means, or prior to a meeting, or</li> <li>ii. Via post, prior to a meeting, or</li> <li>iii. By a show of hands at a meeting unless one third of the Council members present request a secret ballot.</li> </ol> <p>d. At any General Meeting of Council a declaration by the Chair 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.</p> <p>e. The Chair of a meeting of Council shall have a casting vote as well as a deliberative vote.</p>
<b>19.</b>	The President may, following the procedure laid down in a by-law, invite up to 50 members of the community who support the Purpose and Principles of the Movement, but who may not have taken the Scout Promise, to attend General Meetings of Council. Such persons may be invited by the Chair to speak but not to move a motion or vote.
<b>20.</b>	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 thirty (30) days of the requisition being received by the Secretary at which only the business specified may be transacted.
<b>21.</b>	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/or details regarding accessing the meeting via electronic means, with 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.
<b>22.</b>	The quorum for a General Meeting of the Council shall be as prescribed in the Act for a general meeting.
<b>23.</b>	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.

	<b>SPECIAL GENERAL MEETINGS</b>
<b>24.</b>	<p>Any of the following may requisition a Special General Meeting of Council:</p> <ul style="list-style-type: none"> <li>a. The Chief Scout;</li> <li>b. The Chief Commissioner;</li> <li>c. The President;</li> <li>d. The Chair;</li> <li>e. The Executive Committee;</li> <li>f. Thirty (30) members of the Movement who have the right to vote at a General Meeting of Council.</li> </ul>
	<b>THE EXECUTIVE COMMITTEE</b>
<b>25.</b>	<p>The objects and functions of the Executive Committee shall include:</p> <ul style="list-style-type: none"> <li>a. Marketing and promoting Scouting;</li> <li>b. Determining Branch strategic direction and alliances;</li> <li>c. Defining and promulgating Branch policy, procedures and behaviour;</li> <li>d. Acting to protect the use of Scouts Australia's name, trademark and registered designs;</li> <li>e. Managing agendas and communications;</li> <li>f. Assuring operational and financial capabilities of the Branch;</li> <li>g. Overseeing operating performance and improvement of the Branch;</li> <li>h. Ensuring appropriate succession of officers and members of the Committee;</li> <li>i. Ensuring the Chief Commissioner has the staff and resources to provide the appropriate programme to Youth Members and Young Adult Members;</li> <li>j. Ensuring the Chief Commissioner has the staff and resources necessary to train leaders to meet the required levels of competency;</li> <li>k. Ensuring that property and personnel within the Branch are adequately protected by insurance;</li> <li>l. Reporting on the activities of the Branch to General Meetings;</li> <li>m. 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.</li> </ul>



<p><b>26.</b></p>	<p>The Executive Committee shall consist of the following persons:</p> <ul style="list-style-type: none"> <li>a. The Chair of the Executive Committee;</li> <li>b. The Chief Commissioner of the Branch;</li> <li>c. The Secretary;</li> <li>d. The Honorary Treasurer;</li> <li>e. Three adult Leaders who hold the appointment of a Commissioner or Assistant Commissioner;</li> <li>f. Three adult members who hold a Certification as defined in Policy &amp; Rules but are not persons as defined in sub-paragraph (e) above;</li> <li>g. Two adults who are or who are eligible to apply to become a member of the Movement who are not defined by sub-paragraph (e) and (f) above;</li> </ul> <p>Provided that at least two members of the Executive Committee must be Members of the Movement under the age of thirty (30) years at the time of their appointment.</p> <p>Persons nominated for the positions referred to in a, c, d and f above need not be a member of the Movement at the time of nomination or appointment, but if elected or appointed shall apply to become an Adult Member within 14 days of the election or appointment.</p>
<p><b>27.</b></p>	<p>Members of the Executive Committee, other than those described in paragraph 26 b and c, shall be elected at the Annual General Meeting of Council and shall hold office until the next Annual General Meeting of Council unless otherwise prescribed by a Bylaw.</p> <p>The Executive committee shall nominate two persons to fill the positions defined by clause 26 (g) through a process prescribed by a by-law. If a person nominated by the Executive Committee is not elected by a majority of those members present, appointment will be made by the Executive Committee at a subsequent meeting. Such appointment would exclude consideration of an unsuccessful nominee.</p> <p>The notice of meeting shall call for nominations for all other elected positions on the Executive Committee. Nominations must be received by the Secretary 7 days before the meeting. If insufficient nominations are received, appointment will be made by the Executive Committee.</p>
<p><b>28.</b></p>	<p>A member of the Executive Committee and/or the President 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>A member of the Executive Committee, not including the Chief Commissioner, shall cease to be a member of the Executive Committee where 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>



	The President and or Vice-Presidents shall cease to hold that position where two-thirds of the Executive Committee so resolve at a meeting duly convened and where notice of such resolution was included in the notice convening the meeting.
29.	The Executive Committee shall have the authority to appoint a person to fill any casual vacancy on the Executive Committee and/or the position of President. A person so appointed shall hold office until the next Annual General Meeting of Council unless otherwise specified by a Bylaw. 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.
30.	The Executive Committee shall meet as required but at least once each month from February to November inclusive. Seven members shall constitute a quorum.
31.	<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 Committee 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 or duties, 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 Chair shall have a casting vote as well as a deliberative vote.</p> <p>The Chairman may authorise the use of a flying minute between meetings to conduct urgent business. The required number of votes for a flying minute shall be seven.</p>
32.	<b>INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021</b>
33.	<b>INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021</b>
34.	The Executive Committee may delegate any of its functions and powers to a sub-committee or sub-committees consisting of persons appointed by the Executive Committee.
35.	The Executive Committee may appoint such number of members of the movement to be 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, the President or the Chairm.
	<b>THE SECRETARY</b>
36.	<p>The Secretary shall be the General Manager employed by the Branch and their duties shall be those prescribed by the Act and those set by the Branch Executive Committee and shall include:</p> <p>a. Managing correspondence for the Executive Committee;</p> <p>b. Preparing and distributing notices of meetings, agendas and minutes for General Meetings and meetings of the Executive Committee;</p>

	<ul style="list-style-type: none"> <li>c. Supporting the Executive Committee in adherence with the Governance Standards and any other requirements of the Australian Charities and Not for profits Commission;</li> <li>d. Supporting the Executive Committee with matters pertaining to the Scouts Australia National Council and the National Executive Committee as directed by the Executive Committee.</li> </ul>
<b>37.</b>	<ul style="list-style-type: none"> <li>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;</li> <li>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.</li> </ul>
	<b>HONORARY LIFE MEMBERS</b>
<b>38.</b>	<ul style="list-style-type: none"> <li>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;</li> <li>b. Nomination for appointment as an Honorary Life Member or cancellation of such appointment shall first be considered by a Committee comprising: <ul style="list-style-type: none"> <li>- the Chair;</li> <li>- the Chief Commissioner;</li> <li>- one Honorary Life Member.</li> </ul> </li> <li>c. No appointment to Honorary Life Membership shall be made other than upon the recommendation of the aforesaid Committee;</li> <li>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;</li> <li>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;</li> <li>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;</li> <li>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.</li> </ul>



	<b>AUDIT</b>
<b>39.</b>	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.
<b>40.</b>	Branch Auditors shall meet the requirements prescribed in the Act.
<b>41.</b>	The Executive Committee shall fill any casual vacancy in the position of Branch Auditors by appointment of an eligible person.
<b>42.</b>	The Branch Auditors shall audit annually the accounts which are maintained at the Branch Support Office under the direct administrative control of the Branch, or more often if required, and shall report as prescribed in the Act and by any other legislative or regulatory requirement.
<b>43.</b>	The report of Branch Auditors together with a statement of the receipts and expenditure relating to all accounts maintained at the Branch Support Office 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 Honorary Treasurer for submission to the Executive Committee as soon as possible after the close of the financial year.
<b>44.</b>	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.
<b>45.</b>	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.
	<b>FINANCE</b>
<b>46.</b>	<ul style="list-style-type: none"> <li>i. 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;</li> <li>ii. 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.</li> </ul>
<b>47.</b>	The Branch shall have a general bank account and other such accounts at such banks 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."



<b>48.</b>	Ratification of all payments by the Branch Support Office from the bank accounts shall be included as a requirement in the Terms of Reference of the Executive Committee sub-committee responsible for financial management.
<b>49.</b>	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.
<b>50.</b>	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 presented annually to the Executive Committee and at such other time or times as the Executive Committee may require.
<b>51.</b>	At the Annual General Meeting of Council the Executive Committee shall present 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.
	<b>FINANCIAL YEAR</b>
<b>52.</b>	The financial year of the Branch shall be from 1 April to 31 March.
	<b>SEAL</b>
<b>53.</b>	<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 who shall sign the instrument to which the seal is affixed ;</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 Executive Committee.</p>
	<b>NOTICES</b>
<b>54.</b>	<p>a. Any notice shall be sufficiently served on a member 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, or as otherwise recorded in the Branch membership system. Any notice shall be deemed to have been received on the day after it was sent;</p> <p>b. The Executive Committee may further determine the way in which a notice may be given.</p>
<b>55.</b>	The non-delivery of any notice of meeting shall not invalidate the proceedings at such meeting.



	<b>INDEMNITY</b>
<b>56.</b>	<p>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:</p> <ol style="list-style-type: none"> <li>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;</li> <li>b. Every member of the staff (whether paid or unpaid) directly employed by the Executive Committee in or about the business of the Branch in respect of any act or things done by them in the discharge of their duty as a Member of such staff;</li> <li>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.</li> </ol>
<b>57.</b>	<p>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.</p>
	<b>APPLICATION OF RULES</b>
<b>58.</b>	<ol style="list-style-type: none"> <li>a. Policy &amp; Rules shall be regulations of and binding on the Branch and all parts of it.</li> <li>b. In the event of any inconsistency between Policy &amp; Rules, this Constitution and its By-Laws, QBSI and any other rules or regulations of the Branch, Policy &amp; Rules shall prevail unless such a situation would give rise to a contravention of any provision of the Act or any other applicable laws.</li> </ol>
	<b>INTERPRETATION</b>
<b>59.</b>	<p>If any question as to the interpretation, application or meaning of this Constitution or of any by-law, rule or regulation by a member of the Association is referred to a General Meeting of Council it shall have power to decide such question and its decision shall be final and conclusive.</p>
	<b>ALTERATION OF CONSTITUTION</b>
<b>60.</b>	<p>Subject to the provisions of the Act, this Constitution may be amended, rescinded or added to from time to time by a special resolution passed at any General Meeting of Council by a majority of not less than 75 per centum (75%) of the votes received.</p>



<b>61.</b>	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(s) shall be sent or given to each member of Branch entitled to vote at a General Meeting of Council.
	<b>BY-LAWS</b>
<b>62.</b>	A General Meeting of Council shall have power to make and amend from time to time By-Laws by ordinary resolution which are 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.
	<b>DISSOLUTION</b>
<b>63.</b>	If upon the winding up of dissolution of the Branch there remains surplus assets the distribution of the surplus assets will be determined as prescribed in the Act and other legislative instruments applicable to the Association.
	<b>DEFINITIONS</b>
<b>64.</b>	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.
<b>65.</b>	<b>INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021</b>

#### **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 for v2 at meeting of Branch Council on 28 October 2012
2. Amendment/s approved for v3 at meeting of Branch Council on 27 June 2013
3. Amendment/s approved for v4 at meeting of Branch Council on 30 October 2014
4. Amendment/s approved for v5 at meeting of Branch Council on 30 June 2016
5. Amendment/s approved for v6 at meeting of Branch Council on 2 November 2017
6. Amendment/s approved for v7 at meeting of Branch Council on 27 June 2019
7. Amendment/s approved for v8 at meeting of Branch Council on 24 June 2021
8. Amendment/s approved for v9 at meeting of Branch Council on 27 July 2023

#### **BY-LAWS**

- 001 APPOINTMENT OF CHIEF COMMISSIONER
- 002 INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021
- 003 INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021
- 004 EXECUTIVE COMMITTEE NOMINATIONS
- 005 APPEALS
- 006 INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021
- 007 INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021
- 008 INTENTIONALLY DELETED BY BRANCH COUNCIL ON 24 JUNE 2021
- 009 NATIONAL EXECUTIVE COMMITTEE REPRESENTATION





The Scout Association of Australia, Queensland Branch Inc

# By-Law

<b>DESCRIPTION:</b>	APPOINTMENT OF CHIEF COMMISSIONER		
<b>APPROVAL DATE:</b>	Thursday, 24 June 2021	<b>No OF PAGES:</b>	Page 1 of 1
<b>VERSION:</b>	2	<b>BY-LAW No</b>	001

- i. Six months prior to the term of office of a Chief Commissioner expiring, the Executive Committee shall formally ask a Chief Commissioner entitled to an extension of his/her term whether an extension is requested;
- ii. If the Chief Commissioner requests an extension the Executive Committee shall determine whether it is prepared to recommend to a General Meeting that the term of the current Chief Commissioner be extended pursuant to Clause 10 of the constitution;
- iii. If an extension is recommended that shall be considered at the next General Meeting of the Council;
- iv. If the General Meeting does not extend the term the procedure for selection of a new Chief Commissioner shall be followed;
- v. If the current Chief Commissioner is not entitled to an extension, or does not seek an extension when asked by the Executive Committee, or if the Executive Committee is not prepared to recommend an extension without complying with the procedure for appointment of a new Chief Commissioner, the following procedure shall be implemented immediately by the Executive Committee;
  - a. An advertisement shall be placed in such places as determined by the Executive Committee calling for applications for the position of Chief Commissioner to be submitted in a manner determined by the Executive Committee;
  - b. The Executive Committee shall appoint an advisory committee to short list applicants for interview, conduct interviews and make a recommendation to the Executive Committee;
  - c. The advisory committee shall comprise;
    - i. The existing Chief Commissioner, if not an applicant;
    - ii. The Chair of the Executive Committee;
    - iii. A Deputy Chief Commissioner selected by those holding the appointment of Deputy Chief Commissioners;
    - iv. A Region Commissioner selected by those holding the appointment of Region Commissioner;
    - v. A Member of the Movement appointed by the Executive Committee
    - vi. A Member of the Movement appointed by the Executive Committee who is under 30 years of age.
- vi. When considering the recommendation of the advisory committee, the Executive Committee may require any of the applicants to appear before it;
- vii. The Executive Committee shall recommend one applicant to the General Meeting (or a Special General Meeting, if necessary) be appointed Chief Commissioner.



The Scout Association of Australia, Queensland Branch Inc

# By-Law

<b>DESCRIPTION:</b>	EXECUTIVE COMMITTEE		
<b>APPROVAL DATE:</b>	Thursday, 24 June 2021	<b>No OF PAGES:</b>	Page 1 of 1
<b>VERSION:</b>	3	<b>BY-LAW No</b>	004

- i. Nominees for a position on the Executive Committee shall give details of any expertise of the nominee which may be relevant to the position applied for.
- ii. A person may nominate for more than one category of membership of the Executive Committee but can only be elected to one category. A nominee's application for other categories of membership shall be withdrawn if elected in an earlier category.
- iii. The Chair and Honorary Treasurer shall be elected for a period of three years consistent with the Adults in Scouting Policy.
- iv. Adult members shall be elected for a period of two years with the term of half of the adult members falling due each year.
- v. Where the Branch Executive Committee is required to fill a casual vacancy, the person appointed to fill that vacancy shall be appointed for the remainder of the term of the position they are filling. This does not apply to the positions of Chair and Honorary Treasurer who may only be appointed by the Executive Committee to fill a casual vacancy until the next General Meeting of the Council.
- vi. The Executive Committee shall select two people to nominate for election to the positions identified by clause 26(g). The selection process shall include calling of expressions of interest for persons with suitable skills and experience. The Executive Committee selection process shall conclude 30 days prior to the General Meeting.





The Scout Association of Australia, Queensland Branch Inc

# By-Law

<b>DESCRIPTION:</b>	APPEALS		
<b>APPROVAL DATE:</b>	Thursday, 24 June 2021	<b>No OF PAGES:</b>	Page 1 of 1
<b>VERSION:</b>	2	<b>BY-LAW No</b>	005

- i. A person wishing to appeal to a General Meeting of Council, pursuant to Clause 6(d) of the Constitution, shall give the Secretary notice of intention to appeal; including details of the grounds relied on;
- ii. If a General Meeting of Council is scheduled to be held within two (2) months of receipt of that notice the Secretary shall place the appeal on the agenda for the meeting and shall serve on all members entitled to vote at that General Meeting a copy of the Notice of Appeal;
- iii. If a General Meeting of Council is not scheduled to be held within two (2) months of the receipt of the Notice to Appeal, and the notice does not request the matter be dealt with at the next scheduled General Meeting of Council, the Secretary shall inform the President who shall requisition a Special Meeting of Council to consider the appeal;
- iv. The appeal shall be determined by majority vote at the General Meeting of Council considering it.



The Scout Association of Australia, Queensland Branch Inc

# By-Law

<b>DESCRIPTION:</b>	NATIONAL EXECUTIVE COMMITTEE REPRESENTATION		
<b>APPROVAL DATE:</b>	Thursday, 24 June 2021	<b>No OF PAGES:</b>	Page 1 of 1
<b>VERSION:</b>	1	<b>BY-LAW No</b>	009

## Eligibility

- The nominee shall be an Adult Member of the Branch or a Rover Scout
- The nominee should not be a member of the Executive Committee

## Appointment

- The nomination of the nominee to the NEC from the Branch shall be made by the Executive Committee
- The nomination shall be for a period of 3 years, with an option for a further 3 years, subject to Executive Committee approval.
- The Executive Committee reserves the right to cancel the nomination and replace with a new nominee

## Process

- The Executive Committee shall consider nominations, sought through any manner it deems appropriate, from amongst eligible members of Scouts Queensland.
- A preferred nomination will be submitted in writing to the BEC by the Chair and Chief Commissioner for approval.

## Relationship with the Executive Committee

- The Executive Committee shall invite the NEC nominee to attend meetings of the BEC from time to time.
- The NEC nominee is not entitled to vote at Executive Committee meetings.
- The Executive Committee may seek input from the NEC nominee on matters being considered by NEC, and/or report on decisions made by NEC, which are not confidential to the NEC and would not put the nominee in a position of conflicting duties.