



**WORLD ASSOCIATION  
OF GIRL GUIDES  
AND GIRL SCOUTS**

# **CONSTITUTION AND BYE-LAWS**



# WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS

## CONSTITUTION OF A CHARITABLE INCORPORATED ORGANISATION WITH VOTING MEMBERS OTHER THAN ITS CHARITY TRUSTEES

("Association" Model Constitution)

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English is recognised as the language of the official text of the Constitution and Bye-Laws of the World Association of Girl Guides and Girl Scouts; the text in any other language is considered a translation.

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# CONSTITUTION OF THE WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS:

A CHARITABLE INCORPORATED  
ORGANISATION WITH VOTING MEMBERS  
OTHER THAN ITS CHARITY TRUSTEES

(‘Association’ Model Constitution)

Date of constitution (last amended): 18 September 2018

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This constitution governs the operation of the World Association of Girl Guides and Girl Scouts and safeguards the Fundamental Principles of the Girl Guide/ Girl Scout Movement, which is based on spiritual values and dedicated to the education of girls and young women through the method conceived by the Founder.

## **1 Name**

The name of the Charitable Incorporated Organisation (the CIO) is the World Association of Girl Guides and Girl Scouts (WAGGGS).

## **2 National location of principal office**

The CIO must have a principal office in England or Wales. The principal office of WAGGGS is in England.

## **3 Objects**

3.1 The object of WAGGGS is to further the aims of the Girl Guide/Girl Scout Movement by providing girls and young women with opportunities for self development through leadership, responsible citizenship and service in their own and world communities.

Nothing in this constitution shall authorise an application of

the property of WAGGGS for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

## 4 Fundamental Principles

4.1 The Fundamental Principles of WAGGGS are those of the Girl Guide/ Girl Scout Movement as expressed in the Original Promise and Original Law laid down by the Founder:

4.2 Original Promise

On my honour, I promise that I will do my best:

- i. To do my duty to God and the King;  
or  
God and my country;
- ii. To help other people at all times;
- iii. To obey the Guide Law.

4.3 Original Law

- i. A Guide's honour is to be trusted.
- ii. A Guide is loyal.
- iii. A Guide's duty is to be useful and to help others.
- iv. A Guide is a friend to all and a sister to every other Guide.
- v. A Guide is courteous.
- vi. A Guide is a friend to animals.
- vii. A Guide obeys orders.
- viii. A Guide smiles and sings under all difficulties.
- ix. A Guide is thrifty.
- x. A Guide is pure in thought, in word and in deed.

## 5 Powers



WAGGGS has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, WAGGGS' powers include power to:

- 5.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. WAGGGS must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to erect, maintain, improve, alter or equip it for use;
- 5.3 make grants or loans of money, give guarantees and become or give security for the performance of contracts and grant powers of attorney by way of security for the performance of obligations;
- 5.4 subject to sub-clause 6.2 below, insure and arrange insurance cover of every kind and nature in respect of WAGGGS, its property and assets and take out other insurance policies to protect WAGGGS, its employees, volunteers or Member Organisations as required;
- 5.5 provide indemnity insurance to cover the liability of the World Board or any other officer of WAGGGS:
  - 5.5.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which she may be guilty in relation to WAGGGS but not extending to:
    - 5.5.1.1 any liability resulting from conduct which the World Board knew, or must reasonably be assumed to have known, was not in the

interests of WAGGGS, or where the World Board did not care whether such conduct was in the best interests of WAGGGS or not;

5.5.1.2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the World Board;

5.5.1.3 any liability to pay a fine or regulatory penalty.

5.6 sell, lease or otherwise dispose of all or any part of the property belonging to WAGGGS. In exercising this power, WAGGGS must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

5.7 employ and remunerate such staff as are necessary for carrying out the work of WAGGGS. WAGGGS may employ or remunerate a member of the World Board only to the extent that it is permitted to do so by clause 7 (Benefits and payments to the World Board and connected persons) and provided it complies with the conditions of those clauses;

5.8 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of WAGGGS to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

## **6 Application of income and property**

6.1 The income and property of WAGGGS must be applied solely towards the promotion of the objects.

6.1.1 A member of the World Board is entitled to

be reimbursed from the property of WAGGGS or may pay out of such property reasonable expenses properly incurred by her when acting on behalf of WAGGGS.

6.1.2 A member of the World Board may benefit from trustee indemnity insurance cover purchased at WAGGGS' expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.2 None of the income or property of WAGGGS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member Organisation of WAGGGS. This does not prevent a Member Organisation receiving:

6.2.1 a benefit from WAGGGS as a beneficiary of WAGGGS;

6.2.2 reasonable and proper remuneration for any goods or services supplied to WAGGGS.

6.3 Nothing in this clause shall prevent a member of the World Board or connected person receiving any benefit or payment which is authorised by clause 7.

## **7 Benefits and payments to members of the World Board and connected persons**

7.1 General provisions  
No member of the World Board or connected person may:

7.1.1 buy or receive any goods or services from WAGGGS on terms preferential to those applicable to members of the public;

7.1.2 sell goods, services, or any interest in land to

WAGGGS;

- 7.1.3 be employed by, or receive any remuneration from, WAGGGS;
- 7.1.4 receive any other financial benefit from WAGGGS; unless the payment or benefit is permitted by sub-clause 7.2 of this clause, or authorised by the court or the Charity Commission (the **Commission**).

In this clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

## 7.2 Scope and powers permitting trustees' or connected persons' benefits

- 7.2.1 A member of the World Board or connected person may receive a benefit from WAGGGS as a beneficiary of WAGGGS provided that a majority of the trustees do not benefit in this way.
- 7.2.2 A member of the World Board or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to WAGGGS where that is permitted in accordance with, and subject to the conditions in section 185 to 188 of the Charities Act 2011.
- 7.2.3 Subject to sub-clause 7.3 of this clause a member of the World Board or connected person may provide WAGGGS with goods that are not supplied in connection with services provided to WAGGGS by the member of the World Board or connected person.
- 7.2.4 A member of the World Board or connected person

may receive interest on money lent to WAGGGS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.2.5 A member of the World Board or connected person may receive rent for premises let by the trustee or connected person to WAGGGS. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of the World Board concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.2.6 A member of the World Board or connected person may take part in the normal trading and fundraising activities of WAGGGS on the same terms as members of the public.

### 7.3 Payment for supply of goods only - controls

WAGGGS and the World Board may only rely upon the authority provided by sub-clause 7.2.3 of this clause if each of the following conditions is satisfied:

7.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between WAGGGS and the member of the World Board or connected person supplying the goods (the **supplier**).

7.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

7.3.3 The other members of the World Board are satisfied

that it is in the best interests of WAGGGS to contract with the supplier rather than with someone who is not a member of the World Board or connected person. In reaching that decision the World Board must balance the advantage of contracting with a member of the World Board or connected person against the disadvantages of doing so.

7.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him, her or it with regard to the supply of goods to WAGGGS.

7.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the World Board is present at the meeting.

7.3.6 The reason for their decision is recorded by the World Board in the minute book.

7.3.7 A majority of the World Board then in office are not in receipt of remuneration or payments authorised by clause 7.

7.4 In sub-clauses 7.2 and 7.3 of this clause:

7.4.1 WAGGGS includes any company in which WAGGGS:

7.4.1.1 holds more than 50% of the shares; or

7.4.1.2 controls more than 50% of the voting rights attached to the shares; or

7.4.1.3 has the right to appoint one or more of the members of the World Board to the board of

the company;

7.4.2 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

## **8 Conflicts of interest and conflicts of loyalty**

A member of the World Board must:

- 8.1 declare the nature and extent of any interest, direct or indirect, which she has in a proposed transaction or arrangement with WAGGGS or in any transaction or arrangement entered into by WAGGGS which has not previously been declared; and
- 8.2 absent herself from any discussions of the World Board in which it is possible that a conflict of interest will arise between her duty to act solely in the interests of WAGGGS and any personal interest (including but not limited to any financial interest).

Any member of the World Board absenting herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the World Board on the matter.

## **9 Liability of members to contribute to the assets of WAGGGS if it is wound up**

If WAGGGS is wound up, the Member Organisations of WAGGGS have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **10 Membership of WAGGGS**

10.1 Admission of new members

10.1.1 Eligibility

Membership of WAGGGS is open to any National Organisation which fulfils, to the satisfaction of the World Board, the conditions of membership set out in sub-clauses 10.1.2 and 10.9 below, and which, by applying for membership, has indicated its agreement to become a Member Organisation and acceptance of the duty of members set out in sub-clause 10.3 of this clause.

A Member Organisation may be a corporate body, or an Organisation which is not incorporated. It is not possible for individual members of Membership Organisations to be members of WAGGGS.

#### 10.1.2 Conditions of membership

Subject to sub-clause 10.1.3, admittance as a Member Organisation of WAGGGS is open to any National Organisation which:

- 10.1.2.1 respects the historic legacy of the Girl Guide/Girl Scout Movement as expressed in the Fundamental Principles and has a promise and law, in wording approved by the World Board, which reflect the essential values of this legacy;
- 10.1.2.2 adopts the method of the Girl Guide/Girl Scout Movement as prescribed by the Bye-Laws;
- 10.1.2.3 has a membership which is:
  - (a) voluntary;
  - (b) open to all girls and young women without distinction of



creed, race, nationality, or any other circumstance;

- 10.1.2.4 is self-governing, with freedom to formulate its policy and put it into practice;
- 10.1.2.5 is independent of any political Organisation and any political party;
- 10.1.2.6 applies to WAGGGS in the form required by the World Board; and
- 10.1.2.7 subject to ratification by the Full Members meeting at the next World Conference, is approved by the World Board pursuant to clause 10.1.4 below.

Conditions of membership specific to the different categories of Member Organisation are set out at sub-clause 10.9 below.

### 10.1.3 Further conditions of membership

- 10.1.3.1 Only National Organisations as a whole can become Member Organisations. Therefore one Member Organisation only can be recognized in any one country.
- 10.1.3.2 Only National Organisations of Girl Guides/Girl Scouts and National Organisations comprising both Girl Guides/Girl Scouts and Scouts can become Member Organisations.
- 10.1.3.3 A Member Organisation may comprise different Associations or

groups, provided that the Member Organisation ensures that each Association or group:

- (a) accepts and adheres to the conditions of membership as set out in sub-clauses 10.1.2 and 10.9;
- (b) agrees to co-operate with other component association/s (meaning an Association which together with one or more other Associations forms a National Organisation) or group/s and together to constitute the single Member Organisation in order that the maximum number of girls and young women shall benefit from membership of WAGGGS.

#### 10.1.4 Two-stage admission procedure

10.1.4.1 The World Board shall consider applications for membership in the first instance. The World Board:

- (a) may require applications for membership to be made in any reasonable way that they decide;
- (b) may refuse an application for membership if they believe that it is in the best interests of WAGGGS for them to do so;
- (c) shall, if they decide to refuse an

application for membership, give the applicant their reasons for doing so, as soon as possible and no later than 90 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal in accordance with such policies and procedures created pursuant to the Bye-Laws as shall be in force from time to time; and

- (d) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of that application for membership shall be final.

10.1.4.2 If applications for admission to membership are approved by the World Board, the applications shall be considered for admission to membership by the World Conference. Membership shall only be effective on ratification of admission by the Full Members meeting at the next World Conference decided on a 75% majority of votes cast by Full Members at a World Conference.

10.1.4.3 The two-stage admission procedure set out in sub-clauses 10.1.4.1 and 10.1.4.2 shall also apply to Associate Members wishing to become Full Members and changes affecting the entity of Member Organisations as regulated by the Bye-Laws.

10.1.4.4 Where the requirements for Full Membership are met, a new Member Organisation may be admitted to Full membership with the agreement of the Full Members meeting at the next World Conference decided on a 75% majority of votes cast by Full Members at a World Conference.

## 10.2 Transfer of membership

Membership of WAGGGS cannot be transferred to anyone else.

## 10.3 Duty of members

It is the duty of each Member Organisation of WAGGGS to exercise its powers as a Member Organisation of WAGGGS in the way it decides in good faith would be most likely to further the purposes of WAGGGS.

## 10.4 Termination of membership

10.4.1 Membership of WAGGGS comes to an end if the Member Organisation resigns by written notice to WAGGGS provided that after such resignation the number of Full Members is not less than three. The resignation shall become effective from the day on which the written notice submitted by the proper authority on behalf of the Member Organisation is received by the World Bureau. The resignation shall be reported to the next meeting of the World Board and at the next World Conference.

10.4.2 Removal from membership of WAGGGS shall be considered by the World Board if:

- 10.4.2.1 the Member Organisation ceases to exist or a change occurs affecting a National Organisation such that it no longer complies with the conditions of membership as set out in sub-clauses 10.1.2 and 10.9 below;
- 10.4.2.2 the Member Organisation ceases to comply with any of the conditions of membership set out in sub-clauses 10.1.2 and 10.9 below;
- 10.4.2.3 any sum due from the Member Organisation has been wholly or partly outstanding for at least two years in succession;

Following consideration by the World Board, the World Board shall inform the Member Organisation as to the reasons why it is proposed to remove the Member Organisation from membership. In the case of failure to pay its membership fee the World Board may grant remission or postponement of the membership fee.

10.4.3 Should the Member Organisation fail to comply with advice given to it by the World Board or should the Member Organisation for any reason not be able to fulfil the conditions of membership as set out in sub-clauses 10.1.2 and 10.9 below within the time-frame determined by the World Board, having been duly reported to the Member Organisation, the World Board shall consider whether its membership should be terminated. The matter shall be referred to the Full Members at the next World Conference who may then terminate the membership of the Member Organisation by a resolution passed by a 75%

majority of votes of Full Members.

10.4.4 If the Member Organisation concerned wishes to ask for re-consideration of the decision to terminate its membership it shall have the right to appeal, through the World Board, to the Full Members at the next meeting of the World Conference. There can be no further appeal.

## 10.5 Re-admission to membership

10.5.1 A former Member Organisation may apply for re-admission to membership of WAGGGS and may be re-admitted to Associate or Full membership subject to the former Member Organisation applying to WAGGGS in the form required by the World Board and the two-stage admission procedure set out at sub-clause 10.1.4 above.

## 10.6 Register of members

### 10.6.1 When:

- 10.6.1.1 an application for membership is approved,
- 10.6.1.2 any membership is terminated, or
- 10.6.1.3 any other details entered in the register of members of WAGGGS changes.

the World Board shall cause the register of members of WAGGGS to be updated within 28 days.

## 10.7 Membership fees

WAGGGS may require Member Organisations to pay reasonable membership fees to WAGGGS.

## 10.8 Categories of membership

10.8.1 There shall be the following two categories of membership:

10.8.1.1 Full Membership;

10.8.1.2 Associate Membership.

## 10.9 Conditions of membership relating to categories of membership

10.9.1 A Full Member is a Member Organisation working in the true spirit of the Girl Guide/Girl Scout Movement, which shall:

- (a) demonstrate adherence to the conditions of membership as set out in sub-clause 10.1.2 and this sub-clause 10.9.1;
- (b) have a constitution incorporating the conditions of membership as set out in subclause 10.1.2 and this sub-clause 10.9.1 and other requirements suited to its needs, which shall be submitted to and approved by the World Board and re-submitted for approval whenever it is being amended;
- (c) apply its funds and assets for the implementation of the objects and not for the profit of any person;
- (d) adopt a name including Girl Guide/Girl Scout or other suitable name approved by the World Board and adopt the method of the Girl Guide/Girl Scout Movement;
- (e) subject to and in accordance with the requirements relating to copyright/Intellectual Property Rights

as prescribed by the World Board, adopt the Trefoil in its badge;

- (f) have a well-developed Organisation, suited to the needs of the country and national in its operation, with:
- a responsible central body truly representative of all Girl Guiding/Girl Scouting within the country;
  - a programme using the method of the Girl Guide/Girl Scout Movement and designed to meet the needs of girls and young women of different age groups, adequate leadership and a suitable training programme;
  - sound policies and plans for continuing development, administration and finance, based on continuing self-evaluation;
- (g) carry its share of responsibility as a Member Organisation including participation in the regional way of work as set out in the Constitution.
- (h) pay annually to WAGGGS the membership fee agreed in advance by the World Conference. Appropriate membership fees will be payable annually commencing 1 January in the year following admission to membership.

10.9.2 An Associate Member is a National Organisation which fulfils the conditions at sub-clause 10.9.1 except that in relation to sub-clause 10.9.1(f) it is less well developed.

## 10.10 Rights, responsibilities and privileges of Full Members and Associate Members

The rights, responsibilities and privileges of Full Members



and Associate Members are:

10.10.1 It is the right, responsibility and privilege of all Member Organisations (both Associate Members and Full Members), without limitation, to:

- (a) maintain the conditions of membership as set out in sub-clauses 10.1.2 and 10.9;
- (b) take part in the World Conference and the respective Regional Conferences, and exercise such voting rights as are appropriate to their category of membership;
- (c) contribute to the policy of WAGGGS formulated by the World Board;
- (d) nominate persons to serve on the World Board pursuant to clause 14;
- (e) nominate persons from within their Region to serve on the Regional Committees subject to clause 14;
- (f) submit names of persons for possible appointment to committees;
- (g) promote World Thinking Day and World Thinking Day Contributions;
- (h) take part in gatherings of WAGGGS;
- (i) support and use the World Centres;
- (j) support and use the services of the World Bureau and, if established, their Regional Office as defined in the Bye-Laws;
- (k) receive publications and documents issued

by the World Bureau,

to consider:

- (l) proposed amendments to this constitution and the Bye-Laws,

to vote upon:

- (m) the Triennial Report and other reports presented by the World Board;
- (n) invitations received from Full Members to act as hostess to the World Conference.

10.10.2 In addition to the rights, responsibilities and privileges set out in sub-clause 10.10.1 above it is the right, responsibility and privilege of Full Members to:

- (a) ratify approval by the World Board of Member Organisations pursuant to sub-clause 10.1.4;
- (b) recognize Associate Members as Full Members of WAGGGS pursuant to sub-clause 10.1.4;
- (c) elect persons to serve on the World Board as Elected Trustees in accordance with sub-clause 14.1.1;
- (d) elect persons from within their Region to serve on the Regional Committee;
- (e) vote upon the adoption of the audited balance sheet and accounts, and the general financial policy and plans of WAGGGS pursuant to sub-clause 11.4.4(g);

- (f) submit invitations to act as hostess to meetings of the World Conference;
- (g) to participate fully in the life and work of WAGGGS.

10.10.3 The World Board may not directly or indirectly alter the rights or obligations attached to a category of membership.

## **11 Members' decisions**

### 11.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 11.4 of this clause, decisions of the Member Organisations of WAGGGS may be taken either by vote at a general meeting as provided in sub-clause 11.2 of this clause or by written resolution as provided in sub-clause 11.3 of this clause.

### 11.2 Taking ordinary decisions by vote

Subject to sub-clause 11.4 of this clause, any decision of the Member Organisations of WAGGGS may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot).

### 11.3 Taking ordinary decisions by written resolution without a general meeting

11.3.1 Subject to sub-clause 11.4 of this clause, a resolution in writing agreed by a simple majority of all the Member Organisations who would have been entitled to vote upon it had it been proposed at a general meeting

shall be effective, provided that:

- 11.3.1.1 a copy of the proposed resolution has been sent to all the Member Organisations eligible to vote; and
  - 11.3.1.2 a simple majority of Member Organisations have signified their agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a Member Organisation's agreement must be authenticated by execution according to its usual procedure or in such other manner as WAGGGS has specified.
- 11.3.2 The resolution in writing may comprise several copies to which one or more Member Organisation has signified its agreement.
- 11.3.3 Eligibility to vote on the resolution is limited to Member Organisations who are Member Organisations of WAGGGS on the date when the proposal is first circulated in accordance with sub-clause 11.3.1.1 above.
- 11.3.4 Not less than 30% of the Member Organisations of WAGGGS may request the World Board to make a proposal for decision by the Member Organisations by written resolution without a general meeting.
- 11.3.5 The World Board must as soon as possible but no later than 60 days of receiving such a request comply with it if:
- 11.3.5.1 the proposal is not frivolous or

vexatious, and does not involve the publication of defamatory material;

11.3.5.2 the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Member Organisations; and

11.3.5.3 effect can lawfully be given to the proposal if it is so agreed by the Member Organisations.

11.3.6 Sub-clauses 11.3.1 to 11.3.3 of this clause apply to a proposal made at the request of Member Organisations.

#### 11.4 Decisions that must be taken in a particular way

11.4.1 Any decision to amend this constitution must be taken in accordance with clause 32 of this constitution (Amendment of constitution).

11.4.2 Any decision to wind up or dissolve WAGGGS must be taken in accordance with clause 33 of this constitution (Voluntary winding up or dissolution).

11.4.3 Any decision to amalgamate or transfer the undertaking of WAGGGS to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11.4.4 All resolutions of the Full Members shall be passed as ordinary decisions save for where a different majority is required by this sub-clause 11.4. The following decisions must be taken by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS:

- (a) the policy, strategy and standards of WAGGGS;
- (b) the general lines of policy to be followed

by the World Board between triennial meetings of the World Conference;

- (c) upon ratification of applications for admission to membership pursuant to sub-clause 10.1.4.2 and 10.1.4.4, including applications by Associate Members wishing to become Full Members and change of entities;
- (d) termination of membership pursuant to sub-clause 10.4.3;
- (e) re-admission to membership pursuant to sub-clause 10.5;
- (f) upon the making of amendments to the Bye-Laws;
- (g) upon the adoption of the general financial policy and plans for raising and administering the funds of WAGGGS for the next three years or other agreed period;
- (h) upon changes to those persons permitted to attend World Conference including in relation to observers.

## **12 General meetings of members**

### 12.1 Types of general meeting

WAGGGS shall hold a general meeting referred to as the World Conference in addition to any other general meetings not less than once during any three-year period, and the meeting shall be such as specified in the notices calling it. The business to be transacted at a World Conference shall include invitations received from Member Organisations to act as hostess to the World Conference, provision of a summary of the audited balance sheet and accounts for the period concerned, consideration of the general financial

policy and plans for raising and administering the funds of WAGGGS for the next three years or other agreed period, the Triennial Report and other reports presented by the World Board, and the election and appointment of members of the World Board as required under clause 14. Other general meetings of the Member Organisations of WAGGGS may be held at any time. All general meetings must be held in accordance with the following provisions.

## 12.2 Calling general meetings

### 12.2.1 The World Board:

12.2.1.1 must call the World Conference of WAGGGS in accordance with sub-clause 12.1 of this clause, and identify it as such in the notice of the meeting; and

12.2.1.2 may call any other general meeting of the Member Organisations at any time.

12.2.2 The World Board must, as soon as possible but by no later than 60 days, call a general meeting of the Member Organisations of WAGGGS if:

12.2.2.1 they receive a request to do so from at least one half plus one of the Member Organisations; and

12.2.2.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member Organisation(s) making the request.

12.2.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

12.2.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

12.2.5 If the World Board fails to comply with this obligation to call a general meeting at the request of its Member Organisations, then the Member Organisations who requested the meeting may themselves call a general meeting.

12.2.6 A general meeting called pursuant to sub-clauses 12.2.2 or 12.2.5 must be held not more than 4 months after the date when the Member Organisations first requested the meeting.

12.2.7 WAGGGS must reimburse any reasonable expenses incurred by the Member Organisations calling a general meeting by reason of the failure of the World Board to duly call the meeting.

### 12.3 Notice of general meetings

12.3.1 General meetings (including World Conferences) shall be called by at least 60 clear days' notice and in accordance with the Bye-Laws.

12.3.2 If it is agreed by not less than 90% of all Member Organisations of WAGGGS, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 12.3.1 of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

12.3.3 The notice of any general meeting (including World Conferences) must:

12.3.3.1 state the time and date of the



meeting;

12.3.3.2 give the address at which the meeting is to take place;

12.3.3.3 give particulars of any resolutions which are to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting. In the case of the World Conference, additional resolutions may be submitted at the World Conference in line with the Rules of Procedure.

12.3.3.4 if a proposal to alter the constitution or the Bye-Laws of WAGGGS is to be considered at the meeting, include the text of the proposed alteration; and

12.3.3.5 include, with the notice for World Conferences, the summary of the audited balance sheet and accounts for the period concerned, details of persons standing for election or re-election as trustee, or where allowed under clause 26 (Use of electronic communication), details of where the information may be found on WAGGGS' website.

12.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

12.3.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

#### 12.4 Chairing of general meetings including World Conferences

The World Board shall at their meeting preceding the general meeting appoint one of their number or such other person as the World Board shall agree to be chair and two of their number to be the vice-chairs of the forthcoming general meeting. If the general meeting is called on short notice or for whatever reason the World Board has not appointed a chair and/or the vice-chairs for the forthcoming general meeting, the Member Organisations of WAGGGS who are present at the general meeting shall elect a chair and/or one of the vice-chairs to preside at the meeting.

#### 12.5 Quorum at general meetings including World Conferences

12.5.1 No business may be transacted at any general meeting of the Member Organisations of WAGGGS unless a quorum is present when the meeting starts.

12.5.2 The quorum at general meetings is one-third of the Member Organisations entitled to vote upon the business being transacted. For each session the quorum is half plus one of those attending the general meeting and entitled to vote upon the business at that session.

12.5.3 A Member Organisation represented by a person present at the meeting in accordance with sub-clause 12.7 is counted as being present.

12.5.4 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the World

Board but may not make any decisions. If decisions are required which must be made by a meeting of the Member Organisations, the meeting must be adjourned without making a decision.

## 12.6 Voting at general meetings

12.6.1 Any decision other than one falling within clause

12.6.2 A resolution put to the vote of a meeting shall be decided on a show of hands or by a counted vote (which may be conducted by using an electronic voting system).

## 12.7 Representation of Member Organisations

12.7.1 A Member Organisation shall, in accordance with its usual decision-making process, authorise a person (being the Head Delegate or person duly appointed in accordance with clause 12.7.3) to act as its representative at any general meeting of WAGGGS in accordance with the Bye-Laws.

12.7.2 The representative authorised to act in accordance with sub-clause 12.7.1 above is entitled to exercise the same powers on behalf of the Member Organisation as the Member Organisation could exercise as an individual member of WAGGGS.

12.7.3 In the event that the Head Delegate is unable to attend a general meeting or perform any other functions required of the Head Delegate in representing the Member Organisation, the Member Organisation concerned shall, in accordance with its usual decision making process, authorise another person to act as its representative, and shall give notice of that appointment to WAGGGS in such form as WAGGGS shall, from time to time, specify. For

the avoidance of doubt, in the event that the Head Delegate is subsequently able to attend the general meeting in question, the vote of the Head Delegate shall have priority over any other representative appointed to attend in her place.

## 12.8 Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## 13 World Board

### 13.1 Functions and duties of the World Board

The World Board shall manage the affairs of WAGGGS and may for that purpose exercise all the powers of WAGGGS.

It is the duty of each member of the World Board:

13.1.1 to exercise her powers and to perform her functions as a trustee of WAGGGS in the way she decides in good faith would be most likely to further the purposes of WAGGGS; and

13.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

13.1.2.1 any special knowledge or experience that she has or holds herself out as having; and

13.1.2.2 if she acts as a member of the World Board in the course of a business or profession, to any special

knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

13.1.3 It is the duty of the World Board to inform all Member Organisations directly about decisions taken within due time.

## 13.2 Eligibility for trusteeship

13.2.1 Every member of the World Board must be a natural person.

13.2.2 No one may be appointed as a member of the World Board:

13.2.2.1 if she is under the age of 16 years; or

13.2.2.2 if she would automatically cease to hold office under the provisions of clause 16.1.7.

13.2.3 No one is entitled to act as a member of the World Board whether on appointment or on any re-appointment until she has expressly acknowledged, in whatever way the World Board decides, her acceptance of the office of member of the World Board.

## 13.3 Numbers on the World Board

The World Board shall consist of Elected Trustees and Regional Chairs, the maximum number of the World Board shall be seventeen consisting of twelve Elected Trustees and five Regional Chairs.

# **14 Appointment of the members of the World Board**

## 14.1 Elected Trustees

14.1.1 Twelve Elected Trustees shall be elected by an ordinary decision of the Full Members from a list of nominees submitted by the Member Organisations.

14.1.2 In order to be eligible for membership of the World Board a candidate must be a person of wide experience and be a member of a Member Organisation.

14.1.3 Member Organisations may nominate as candidates for election as Elected Trustees persons from within or outside their country.

14.1.4 In circumstances where the nomination is made not by the Member Organisation, before accepting the nomination for election the World Bureau shall obtain the permission of the Member Organisation of which the nominee is a member.

14.1.5 The twelve Elected Trustees will include, so far as practicable, at least one young woman under the age of thirty at the time of election.

## 14.2 Regional Chairs

14.2.1 The Regional Chairs constituting the chairs of the five Regional Committees, elected by their respective Regional Committee in accordance with the regional policy document, shall serve on the World Board.

14.2.2 Elections of Regional Chairs shall be by a counted vote or ballot (which may be conducted by using an electronic voting system) at the triennial meeting of the Regional Conference from those members elected to the Regional Committee.

- 14.3 An employee of WAGGGS or a Member Organisation may not be an Elected Trustee or a Regional Chair.
- 14.4 Should vacancies arise in the World Board by the resignation, removal or death of any of its members, these vacancies shall be filled in the following manner:
- 14.4.1 vacancies occurring amongst the Elected Trustees shall be filled by Approved Persons, provided that, if that procedure would result in there being no member of the World Board who is a young woman under the age of 30 years (or was so at the time of her election), the World Board may instead appoint a replacement member who is a young woman under the age of 30 years at the time of her appointment to fill such a vacancy until the end of that triennium. The Approved Person shall remain a member of the World Board until the end of the term of service of the member of the World Board whose place she fills. If the portion of the six years' service filled by an Approved Person is less than two years, she shall be eligible for election at the next World Conference;
- 14.4.2 vacancies occurring amongst the Regional Chairs shall be filled by the vice-chairs of the respective Regional Committees. These vice-chairs shall remain on the World Board as voting members until the end of the term of their Regional Committee.
- 14.5 No appointment of a member of the World Board may be made which would cause the number of the World Board to exceed any number fixed as the maximum number of the World Board.
- 14.6 First members of the World Board

Subject to clause 16, the first members of the World Board shall hold office for the following periods:

Shaleeka ABEYGUNASEKERA	3 years
Michelle FEBRUARY	3 years
Nicola GRINSTEAD	3 years
Anne GUYAZ	6 years
Fiona HARNETT	3 years
Natasha HENDRICK	6 years
Nadine KAZE	6 years
Connie MATSUI	6 years
Ana María MIDEROS	6 years
Haifa OURIR	6 years
Teruko WADA	3 years
Jill ZELMANOVITS	3 years
Lih Jeng LOW	2 years
Grace-Anne CRICHLow	2 years
Corinna HAURI	2 years
Rose KIOKO	2 years
Sharifa EL HARASSIYA	2 years

14.7 Thereafter, each Elected Trustee shall be appointed for a term of six years at the end of which she shall retire and each Regional Chair may be appointed for a further term of three years but only if eligible for re-election within her term of membership of the Regional Committee and if so re-elected by her respective Regional Committee.

14.8 A person retiring from the office of Regional Chair shall be eligible for re-election by her respective Regional Committee in accordance with the Bye-Laws for a further term of three years at the end of which she shall retire.

14.9 No member of the World Board shall serve for a period of more than six years. For the avoidance of doubt, any time spent as a Regional Chair shall be included when calculating the period served as a member of the World Board.

## **15 Information for new members of the World Board**



The World Board will make available to each new member of the World Board, on or before her appointment:

- 15.1 a copy of this constitution and any amendments made to it;
- 15.2 a copy of the Bye-Laws and any amendments made to them; and
- 15.3 a copy of the WAGGGS' latest trustees' annual report and statement of accounts.

## **16 Retirement and removal of members of the World Board**

- 16.1 A member of the World Board ceases to hold office if:
  - 16.1.1 subject to the right of appeal procedure set out in the Bye-Laws and supplemented by such policies and procedures as may be in place from time to time pursuant to the Bye-Laws, the World Board decides by a two-thirds majority of those present and voting to remove her from office for good and sufficient reason which shall include, but not be limited to, being in substantial breach of this constitution and/or Bye-Laws, bringing the Girl Guide/Girl Scout Movement into disrepute or otherwise causing harm to the name and/or goodwill of the Girl Guide/Girl Scout Movement;
  - 16.1.2 she retires by notifying WAGGGS in writing (but only if enough members of the World Board will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - 16.1.3 she is absent without the permission of the World Board from all their meetings held within a period of two years and the trustees resolve that her office be

vacated;

16.1.4 she dies;

16.1.5 she becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs;

16.1.6 she is removed by the Member Organisations of WAGGGS in accordance with sub-clause 16.2 of this clause;

16.1.7 she is disqualified from acting as a member of the World Board by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or

16.1.8 , in the case of an Elected Trustee, she ceases to be a member of a Member Organisation or the Member Organisation itself ceases to be a member of WAGGGS; or

16.1.9 ,in the case of a Regional Chair, she ceases to hold office as such.

16.2 A member of the World Board shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the Member Organisations and properly convened in accordance with clause 12, and the resolution is passed by a 75% majority of votes cast at the general meeting.

16.3 A resolution to remove a member of the World Board in accordance with clause 16.2 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity

of making oral and/or written representations to the Member Organisations of WAGGGS in accordance with such policies and procedures as may be in place from time to time pursuant to the Bye-Laws.

## **17 Taking of decisions by the World Board**

Any decision may be taken either:

- 17.1 at a meeting of the World Board; or
- 17.2 by resolution in writing or electronic form agreed by all of the members of the World Board, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more, members of the World Board has signified their agreement.

## **18 Delegation**

- 18.1 The World Board may delegate any of its powers or functions to a committee or committees, and, if it does, it must determine the terms and conditions on which the delegation is made. Subject to the requirements of this constitution and Bye-Laws, the World Board may at any time alter those terms and conditions, or revoke the delegation.
- 18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the World Board, but is subject to the following requirements:
  - 18.2.1 a committee (other than the Regional Committees) may consist of two or more persons, but at least one member of each committee must be a member of the World Board;

18.2.2 the acts and proceedings of any committee must be brought to the attention of the World Board as a whole as soon as is reasonably practicable; and

18.2.3 the World Board shall from time to time review the arrangements which it has made for the delegation of its powers.

18.3 The World Board may delegate day to day management and administration of WAGGGS to the Chief Executive within the strategic, policy and accountability frameworks laid down by the World Board, together with the job description.

18.4 In respect of each manager the Chief Executive shall:

18.4.1 provide a description of the manager's role; and

18.4.2 set the limits of the manager's authority within a written scheme of delegation.

18.5 The Chief Executive shall report regularly and promptly to the World Board on the activities undertaken in accordance with the Chief Executive's role.

## **19 Regions**

19.1 The World Board may define geographical areas, called Regions, in accordance with the requirements of this constitution and the Bye-Laws. Each Region shall comprise all National Organisations in the defined geographical area.

19.2 Each Region shall have terms of reference approved by the World Board.

## **20 Regional Conferences**

- 20.1 A Regional Conference shall be held each triennium, which all Members of the Region are entitled to attend.
- 20.2 The functions of Regional Conferences shall be:
  - 20.2.1 to promote and expand Girl Guiding/Girl Scouting within the Region and develop plans for assisting National Organisations;
  - 20.2.2 to provide opportunities for training and sharing concerns, experiences and human resources;
  - 20.2.3 to exercise such functions as are provided for in this constitution and Bye-Laws and the terms of reference of the Region.

## **21 Regional Committees**

- 21.1 A Regional Committee of six members, including, so far as practicable, at least one young woman under the age of thirty at the time of election, shall be elected by Full Members attending the Regional Conference. The functions of each Regional Committee shall be defined in the terms of reference for Regional Committees.
- 21.2 The members of the Regional Committee shall be elected to serve for three years, and are eligible for re-election for a further term of three years. The maximum length of service is six years.
- 21.3 The Chair of the World Board, the Treasurer of WAGGGS and the Chief Executive of WAGGGS shall be ex officio members of each Regional Committee.
- 21.4 A Regional Committee shall elect from its members a Regional Chair. Each Regional Committee shall also elect, from its members, a Regional Vice-Chair. In the event of a Regional Chair being unable to attend a meeting of the

World Board, the Regional Vice-Chair shall attend in place of the Regional Chair, with the right to vote. In the event that both the Regional Chair and the Regional Vice-Chair are unable to attend a meeting of the World Board, the World Board may invite another member of the Regional Committee to attend the meeting. That member will have the right to vote.

- 21.5 Should vacancies be caused in the voting membership of a Regional Committee, by the resignation, removal or death of any of its members, these vacancies shall be filled by candidates elected by the Regional Committee from the list of candidates nominated by Member Organisations at the immediately previous Regional Conference. These persons shall remain on the Regional Committee as voting members until the next Regional Conference.
- 21.6 Should no candidates from the list of candidates nominated at the immediately previous Regional Conference be available, the Regional Committee may co-opt a member to serve as a member of the Regional Committee without a vote, in accordance with the Committee's terms of reference, until the next Regional Conference. If there is less than one year of the term remaining, she shall be eligible for election to serve a full term at any subsequent Regional Conference.
- 21.7 Removal of Regional Committee member
- 21.7.1 In case the performance of a member of a Regional Committee gives rise to serious concerns, all efforts will be used to work towards the improvement of her performance.
- 21.7.2 The Regional Committee may decide by a two-thirds majority of those present and voting to remove any member of the Regional Committee for good and

sufficient reason which shall include but not be limited to being in substantial breach of this constitution and the Bye-Laws bringing the Girl Guide/Girl Scout Movement into disrepute or otherwise causing harm to the name and/or goodwill of the Girl Guide/Girl Scout Movement.

21.7.3 Before a vote is taken, the member of the Regional Committee concerned shall be given the opportunity to be heard by the other members. She may be accompanied at such hearing by a person of her choice before a decision is made.

21.7.4 The member of the Regional Committee concerned may lodge an appeal with WAGGGS' Appeal Body against the decision to remove her from the Regional Committee within a month after receipt of that decision. The decision of this body shall be final.

21.8 The Regional Committee shall prepare National Organisations within its Region for Full and Associate Membership and provide the World Board with all relevant information.

21.9 The Regional Committee may take appropriate action if a Member Organisation is failing to meet WAGGGS criteria. If necessary, the Regional Committee may recommend the termination of a Member Organisation's membership of WAGGGS to the World Board.

## **22 Regional Terms of Reference**

22.1 The terms of reference of Regions, and any amendments thereto, must be approved by the World Board before entering into force.

22.2 In the event of conflict between the obligations arising from this constitution and Bye-Laws and the obligations arising

from the terms of reference governing the Regions, the obligations resulting from this constitution and Bye-Laws shall prevail.

## **23 Meetings and proceedings of the World Board**

### 23.1 Calling meetings

23.1.1 Any member of the World Board may call a meeting of the World Board by giving notice to the chair.

23.1.2 Subject to that, the World Board shall decide how its meetings are to be called, and what notice is required.

### 23.2 Chairing of meetings

The World Board shall at its first meeting following a World Conference appoint by ballot one of the Elected Trustees to be chair and up to two of the Elected Trustees to be vice-chairs. The chair and vice-chairs shall hold office until the next World Conference. The chair and vice-chairs shall be eligible for re-election within their terms of office as members of the World Board.

### 23.3 Procedure at meetings

23.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is half plus one of the World Board. A member of the World Board shall not be counted in the quorum present when any decision is made about a matter upon which she is not entitled to vote.

23.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

### 23.4 Participation in meetings by electronic means



23.4.1 A meeting may be held by suitable electronic means agreed by the World Board in which each participant may communicate with all the other participants.

23.4.2 Any member of the World Board participating at a meeting by suitable electronic means agreed by the World Board in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

23.4.3 Meetings held by electronic means must comply with rules for meetings, including the taking of minutes.

## **24 Saving provisions**

24.1 Subject to sub-clause 24.2 of this clause, all decisions of the World Board, or of a committee of the World Board, shall be valid notwithstanding the participation in any vote of a member of the World Board:

24.1.1 who was disqualified from holding office;

24.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

24.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without the vote of that member of the World Board and that member of the World Board being counted in the quorum, the decision has been made by a majority of the World Board at a quorate meeting.

24.2 Sub-clause 24.1 of this clause does not permit a member of the World Board to keep any benefit that may be

conferred upon her by a resolution of the World Board or of a committee of the World Board if, but for clause 24.1, the resolution would have been void, or if the member of the World Board has not complied with clause 8 (Conflicts of interest).

## **25 Execution of documents**

- 25.1 WAGGGS shall execute documents either by signature or by affixing its seal (if it has one).
- 25.2 A document is validly executed by signature if it is signed by at least two of the members of the World Board.
- 25.3 If WAGGGS has a seal:
  - 25.3.1 it must comply with the provisions of the General Regulations; and
  - 25.3.2 it must only be used by the authority of the World Board or of a committee of World Board duly authorised by the World Board. The World Board may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two members of the World Board.

## **26 Use of electronic communications**

- 26.1 To WAGGGS

WAGGGS will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

  - 26.1.1 the requirement to provide within 21 days any Member Organisation on request a hard copy of any document or information sent to the Member

Organisation other than in hard copy form;

26.1.2 any Member Organisation or member of the World Board of WAGGGS may communicate electronically with WAGGGS to an address specified by WAGGGS for the purpose, so long as the communication is authenticated in a manner which is satisfactory to WAGGGS.

26.2 By WAGGGS

26.2.1 Any Member Organisation or member of the World Board of WAGGGS, by providing WAGGGS with its or her email address or similar, is taken to have agreed to receive communications from WAGGGS in electronic form at that address, unless the Member Organisation or member of the World Board has indicated to WAGGGS its or her unwillingness to receive such communications in that form.

26.2.2 The World Board may, subject to compliance with any legal requirements, by means of publication on its website -

26.2.2.1 provide the Member Organisations with the notice referred to in clause 12.3 (Notice of general meetings);

26.2.2.2 give the World Board notice of its meetings in accordance with clause 23.1 (Calling meetings).

26.2.3 The World Board must:

26.2.3.1 take reasonable steps to ensure that Member Organisations and the World Board are promptly notified of the

publication of any such notice or proposal;

26.2.3.2 send any such notice or proposal in hard copy form to any Member Organisation or member of the World Board who has not consented to receive communications in electronic form.

## **27 Keeping of Registers**

WAGGGS must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its Member Organisations and members of the World Board.

## **28 Minutes**

The World Board must keep minutes of all:

- 28.1 appointments of officers made by the World Board;
- 28.2 proceedings at general meetings of WAGGGS;
- 28.3 meetings of the World Board and committees of the World Board including:
  - 28.3.1 the names of the members of the World Board and, where relevant, committee members present at the meeting;
  - 28.3.2 the decisions made at the meetings; and
  - 28.3.3 where appropriate the reasons for the decisions;
- 28.4 decisions made by the World Board otherwise than in meetings.

## **29 Accounting records, accounts, annual reports and**

## **returns, register maintenance**

- 29.1 The World Board must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of WAGGGS, within 10 months of the financial year end.
- 29.2 The World Board must comply with their obligation to inform the Commission within 28 days of any change in the particulars of WAGGGS entered on the Central Register of Charities.

## **30 Bye-Laws**

- 30.1 WAGGGS may from time to time make such reasonable and proper Bye-Laws as it may deem necessary or expedient for the proper conduct and management of WAGGGS, but such Bye-Laws must not be inconsistent with any provision of this constitution. Copies of any such Bye-Laws currently in force must be made available to any Member Organisation of WAGGGS on request.
- 30.2 Bye-Laws may be adopted or amended by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS.
- 30.3 For the avoidance of doubt, in the event of a conflict between the provisions of the Bye-Laws and this constitution, the constitution shall prevail.

## **31 Disputes**

If a dispute arises between Member Organisations of WAGGGS about the validity or propriety of anything done by the Member Organisations under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **32 Amendment of constitution**

As provided by sections 224-227 of the Charities Act 2011:

- 32.1 This constitution can only be amended:
  - 32.1.1 by resolution agreed in writing by all Full Members of WAGGGS and passed in accordance with the provisions of clause 11.3 (as applicable); or
  - 32.1.2 by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS.
- 32.2 Any alteration of clause 3 (Objects), clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by members of the World Board or Full Members of WAGGGS or persons connected with them, requires the prior written consent of the Charity Commission.
- 32.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 32.4 A copy of any resolution altering the constitution, together with a copy of the WAGGGS' constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment

does not take effect until it has been recorded in the Register of Charities.

### **33 Voluntary winding up or dissolution**

33.1 As provided by the Dissolution Regulations, WAGGGS may be dissolved by resolution of its Member Organisations. Any decision by the Member Organisations to wind up or dissolve WAGGGS can only be made:

33.1.1 at a general meeting of the Member Organisations of WAGGGS called in accordance with clause 12 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

33.1.1.1 by a resolution passed by a 75% majority of those voting; or

33.1.1.2 by a resolution passed by a decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

33.1.1.3 by a resolution agreed in writing by all Member Organisations of WAGGGS.

33.1.2 Subject to the payment of all WAGGGS' debts:

33.1.2.1 Any resolution for the winding up of WAGGGS, or for the dissolution of WAGGGS without winding up, may contain a provision directing how any remaining assets of WAGGGS shall be applied.

33.1.2.2 If the resolution does not contain such a provision, the World Board must decide how any remaining assets of WAGGGS shall be applied.

33.1.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of WAGGGS.

33.1.3 WAGGGS must observe the requirements of the Dissolution Regulations in applying to the Commission for WAGGGS to be removed from the Register of Charities, and in particular:

33.1.3.1 the World Board must send with its application to the Commission:

- (a) a copy of the resolution passed by the Member Organisations of WAGGGS;
- (b) a declaration by the World Board that any debts and other liabilities of WAGGGS have been settled or otherwise provided for in full; and
- (c) a statement by the World Board setting out the way in which any property of WAGGGS has been or is to be applied prior to its dissolution in accordance with this constitution;

33.1.3.2 the World Board must ensure that a copy of the application is sent within seven days to every Member Organisation and employee of WAGGGS, and to any member of the World Board of WAGGGS who was not privy to the application.

33.1.4 If WAGGGS is to be wound up or dissolved in any



other circumstances, the provisions of the Dissolution Regulations must be followed.

## **34 Interpretation**

In this constitution:

### Approved Persons

means those persons from the list of nominees considered at the last World Conference who were not elected to the World Board but who received the highest votes at World Conference. Approved Persons appointed as members of the World Board in accordance with

sub-clause 14.4.1 shall be appointed in order of most votes received at the last World Conference.

### Associate Member

means a category of Member Organisation which fulfils the conditions set out in the constitution.

### Association

means the membership of the Girl Guides/Girl Scouts that has agreed to combine with others for the common purpose of furthering the Girl Guides/Girl Scout Movement.

### Committee

means any committee of the World Board created pursuant to clause 18.

### Connected person

means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the member of the World Board;
- (b) the spouse or civil partner of the member of the World Board or of any person falling within paragraph (a) above;
- (c) a person carrying on business in partnership with the

member of the World Board or with any person falling within paragraph (a) or (b) above;

- (d) an institution which is controlled -
  - (i) by the member of the World Board or any connected person falling within paragraph (a), (b) or (c) above; or
  - (ii) by two or more persons falling within paragraph (d) (i) above, when taken together
- (e) a body corporate in which -
  - (i) the member of the World Board or any connected person falling within paragraphs (a) to (c) has a substantial interest;or
  - (ii) two or more persons falling within paragraph (e)(i) above who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the term 'connected person' used in this constitution.

#### Constitution

means this constitution.

#### Communications Provisions

means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

#### Dissolution Regulations

means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

#### Elected Trustees

has the meaning given in sub-clause 14.1.

#### Electoral Reform Services

means Electoral Reform Services Limited, a company registered in England and Wales with number 02263092, being an independent scrutineer of voting as authorised by the UK Parliament.

#### Emblem

means the emblem of WAGGS consisting of a circle, Trefoil, stars, pointer, colour way and layout. The World Trefoil version of the Emblem is set out in the schedule to the Bye-Laws.

#### Founder

Robert Baden-Powell (first Lord Baden-Powell of Gilwell).

#### Full Member

means a category of Member Organisation which fulfils the conditions set out in the constitution.

#### Fundamental Principles

means the legacy of the Girl Guide/Girl Scout Movement as expressed in the Original Promise and Original Law.

#### General Regulations

means the Charitable Incorporated Organisations (General) Regulations 2012.

#### Head Delegate

means a person who is appointed by a Member Organisation from within its membership to represent the Member Organisation and to exercise the voting rights of the Member Organisation.

#### Intellectual Property Rights

means all intellectual property rights including, without limitation, all rights in any part of the world to patents, trade marks, designs and copyrights (whether or not registered), trade or business names, logos, domain names, database rights and the copyright in all drawings, plans, specifications, designs and computer software

owned and used and all know-how and confidential information so owned and used.

Member Organisations

means a National Organisation that has been admitted to membership in accordance with sub-clause 10.1. A Member Organisation may be either a Full Member or Associate Member.

Movement, the Girl Guide/Girl Scout

means Girl Guiding and Girl Scouting generally throughout the World.

National Organisation

means a Girl Guide/Girl Scout or combined Girl Guide/Girl Scout/ Scout Organisation in a country, which is composed either of one Association or of different Associations (known as component associations) or groups.

Original Law

has the meaning set out in the constitution.

Original Promise

has the meaning set out in the constitution.

Region

means a geographical area defined by the World Board.

Regional Chairs

has the meaning given in clause 14.2.1.

Regional Conference

means a meeting of the Member Organisations of a Region.

Regional Committee

means a committee elected by Full Members at a Regional Conference in accordance with the constitution.

Trefoil

means the three-leaved symbol adopted by WAGGGS as representing the three-fold promise originally laid down by the Founder.

#### Triennial Report

means the report of the World Board which describes the work, activities and achievements of WAGGGS during the triennium between World Conferences.

#### United Kingdom

means the United Kingdom of Great Britain and Northern Ireland.

#### WAGGGS

means the World Association of Girl Guides and Girl Scouts.

#### WAGGGS' Appeals Body

means such appeals body as may be formed by the World Board pursuant to paragraph 4.5 of Bye-Law IV and supplemented by such policies and procedures as may be in place from time to time pursuant to the Bye-Laws.

#### World Board

means the charity trustees of WAGGGS.

#### World Bureau

means the office responsible for the administrative affairs which shall serve as the secretariat and principal office of WAGGGS.

#### World Centres

means the designated international meeting places of WAGGGS, which at the date of adoption of this constitution are: Our Chalet (Adelboden, Switzerland), Pax Lodge (London, England), Our Cabaña (Cuernavaca, Mexico), Sangam (Pune, India), and the Fifth World Centre (in various locations in Africa).

#### World Chief Guide

Olave Baden-Powell, the wife of the Founder.

#### World Conference

means a meeting of the Member Organisations of WAGGGS being a general meeting occurring at least triennially in accordance with sub-clause 12.1.

#### World Thinking Day

22nd February, the joint birthdays of the Founder and World Chief Guide. Girl Guides and Girl Scouts throughout the world particularly think of each other on this day.

#### World Thinking Day Contributions

the voluntary contributions made by the members of the Movement, particularly on World Thinking Day, which are used for the promotion of Girl Guiding and Girl Scouting throughout the World.

#### Writing

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 34.1 All words importing the singular number shall include the plural and vice versa and words importing the feminine gender shall include the masculine (save in relation to the objects). Reference to a person shall include reference to a body corporate or unincorporated entity.
- 34.2 This constitution and such Bye-Laws and rules adopted in accordance with this constitution shall be governed by and construed in accordance with the law of England and Wales.

# BYE-LAWS

of the

World Association of Girl Guides and Girl Scouts

pursuant to clause 30 of WAGGGS' constitution

Introduced on 18 November 2014

## **1 Bye-Law I – Entitlement and Method of the Girl Guide/ Girl Scout Movement**

### **Entitlement to use the words “Girl Guide”, “Guide” or “Girl Scout”**

- 1.1 Members Organisations (Full Members or Associate Members) shall be entitled to incorporate the words “Girl Guide”, “Guide” or “Girl Scout” in its name. Any non-member National Organisation recognized by WAGGGS as working towards membership, may incorporate those words only with the approval of the World Board.

### **Method of the Girl Guide/Girl Scout Movement**

- 1.2 The method of the Girl Guide/Girl Scout Movement includes:
- 1.2.1 commitment through the Original Promise and Original Law;
  - 1.2.2 progressive self-development;
  - 1.2.3 learning by doing;
  - 1.2.4 teamwork through the patrol system and training for responsible leadership;
  - 1.2.5 active co-operation between young people and adults;

- 1.2.6 service in the community;
- 1.2.7 outdoor activities;
- 1.2.8 symbolism.

## **2 Bye-Law II – Membership**

### **Fundamental Provisions relating to membership**

#### **Conditions of membership: full membership and associate membership**

- 2.1 There shall be the following two categories of membership:
  - 2.1.1 Full Membership;
  - 2.1.2 Associate Membership, with the rights, privileges and conditions of membership set out in the constitution and further regulated in these Bye-Laws.

#### **Procedure for the Recognition of a National Organisation as a Member Organisation**

##### **Application, Recognition and Ratification**

#### 2.2 Associate Members

A National Organisation wishing to be recognized as an Associate Member must make an application in writing through the World Bureau.

The National Organisation must be visited by an experienced person authorized by the World Board, whose report will be considered when the World Board examines the application to decide whether it is satisfied that the applicant is prepared and ready to fulfil the conditions of membership and to accept its



responsibilities as an Associate Member of WAGGGS.

If the World Board is satisfied, it may grant recognition of Associate Membership to a National Organisation, with immediate effect pursuant to the two-stage admissions procedure set out at sub-clause 10.1.4 of WAGGGS' constitution, subject to ratification by the Full Members meeting at the next World Conference. Prior to ratification of the recognition, the National Organisation has all responsibilities and privileges of an Associate Member, apart from the exercise of voting rights at a World Conference or a Regional Conference.

The decision regarding recognition will be brought for ratification by the World Board to the Full Members meeting at the next World Conference. Following ratification, the appropriate certificate of membership will be issued in accordance with WAGGGS membership policies.

### 2.3 Full Members

When a National Organisation wishes to become a Full Member it must satisfy the World Board that it is prepared and ready to fulfil the conditions of membership as set out at sub-clauses 10.1.2 and 10.9 and will normally be subject to the two-stage admission procedure set out at sub-clause 10.1.4.

If the World Board is satisfied that a Potential Membership Organisation satisfies the requirements of a Full Member, the application will be submitted to the Full Members meeting at the World Conference, and, if approved, the Member Organisation will be recognised as a Full Member with immediate effect.

## **National Organisations working towards membership**

### 2.4 Newly established or re-established National Organisations

and/or Associations which accept the conditions of membership of WAGGGS and are actively working towards such membership can become an Associate Member on application.

### **National Organisations in countries attaining political independence**

- 2.5 A National Organisation which has been part of WAGGGS through a Member Organisation may, on the attainment of political independence by its country, apply directly to be a Member Organisation.

In a country where the formalities of political independence are in process but not fully completed the National Organisation in that country may submit an application for membership of WAGGGS. Subject to recommendation by the World Board the application may be submitted to the Full Members meeting at a World Conference, for approval.

The World Conference may authorize the World Board to send, at its discretion, the official acceptance as a Member Organisation and the certificate of membership; this to be either when the formalities of the country's independence are completed or, in special circumstances, at a time considered more appropriate by the World Board. The procedure to be followed for the recognition of a National Organisation as a Member Organisation is laid down in sub-clause 10.1.4 of WAGGGS' constitution.

### **Appointment of delegates and observers**

- 2.6 Member Organisations are entitled to appoint a delegation to attend the World Conference composed of not more than two delegates from each Member Organisation (being either a Full Member or Associate Member) and appointed from within each Member Organisation. Each Member Organisation shall appoint a Head

Delegate to represent it and vote on behalf of the Member Organisation in accordance with sub-clause 12.7 of WAGGGS' constitution. The appointment of a Head Delegate shall be notified to the World Bureau and entered onto the register of Head Delegates.

- 2.7 Member Organisations are entitled to appoint persons to observe the World Conference (known as observers) in accordance with the policy agreed from time to time by all Member Organisations. Observers may attend all sessions of the World Conference unless otherwise decided by a 75% majority of those voting in accordance with sub-clause 11.4.4(h) of WAGGGS' constitution.
- 2.8 Observers may speak at a World Conference if so requested by the Head Delegate representing the Member Organisation of which they are part.

### **Membership: Associations and/or groups in special circumstances**

- 2.9 Detailed procedures are established and updated at intervals by the World Board for the guidance of National Organisations in special circumstances. These include:
- 2.9.1 the existence of more than one Association or group in a country before the acceptance of a National Organisation as a Member Organisation;
  - 2.9.2 the appearance of new Associations or groups calling themselves Girl Guides/Girl Scouts in a country where a National Organisation exists already;
  - 2.9.3 the possibility of dissolution of a National Organisation which is composed of more than one Association or group
- 2.10 Appropriate actions to be taken include:

- 2.10.1 establishing contacts and organising visits;
- 2.10.2 providing information about conditions of membership;
- 2.10.3 assisting the various Associations or groups to get in touch with each other and integrate into one National Organisation;
- 2.10.4 advising and helping existing Member Organisations in cases of change of entity;
- 2.10.5 setting up an ad hoc committee to study cases where agreements between the different Associations and groups cannot be reached otherwise. Should the ad hoc committee not succeed in reaching agreement, the matter shall be referred to the World Board for a recommendation to be made to the Full Members meeting at a World Conference.

## **Changes of Entity**

- 2.11 If a change occurs affecting the entity of a National Organisation which is a Member Organisation, the entity which emerges from the change shall replace the former Member Organisation subject to the conditions of membership set out in sub-clauses 10.1.2 and 10.9 being fulfilled.
- 2.12 The new entity shall, from the moment it is deemed acceptable by the World Board pursuant to sub-clause 10.1.4 assume the membership status of the entity it replaces (i.e. Full Membership or Associate Membership). This change of entity shall be submitted by the World Board to the Full Members at the next World Conference for ratification.

## **Girl Guides and Girl Scouts in countries other than their own -**

## **Affiliation and registration of groups of Girl Guides/ Girl Scouts**

- 2.13 As a general rule, Girl Guides/Girl Scouts are part of WAGGGS through the Member Organisation of the country in which they reside (hereinafter called the Hostess Member Organisation).
- 2.14 In certain circumstances, however, groups of girls and young women who are Girl Guides/Girl Scouts or prospective Girl Guides/Girl Scouts may become part of WAGGGS either:
- 2.14.1 by affiliation through a Member Organisation outside the country of their residence, provided that they have the approval of the Hostess Member Organisation if one exists, or if not, the approval of all Member Organisations which may be concerned;
  - or
  - 2.14.2 by direct registration through the World Bureau if their affiliation through a recognized Member Organisation has proved impossible or inappropriate. Such groups are known as Registered Units.
- 2.15 Guidance concerning the application of Bye-Laws 2.13 to 2.16 shall be given by the World Board.
- 2.16 Should any difficulties arise which cannot be settled by the parties concerned, the matter shall be referred to the World Board.

## **3 Bye-Law III – World Conference**

### **Attendees at World Conference**

- 3.1 All sessions of the World Conference shall be open to the following:
- 3.1.1 Member Organisations (Full Members and Associate

Members);

3.1.2 delegates including Head Delegates;

3.1.3 observers;

3.1.4 the World Board;

3.1.5 Approved Persons;

3.1.6 members of the committees;

3.1.7 guests.

3.2 Members of the World Board are expected to attend the World Conference. They speak and act in their capacity as members of the World Board but do not have the right of vote. A member of the World Board may not attend the World Conference as a delegate or as an observer of her Member Organisation.

3.3 Members of the committees may attend the World Conference. They may be consulted and invited to speak but do not have the right of vote.

3.4 Guests may be invited to attend sessions of the World Conference at the discretion of the World Board in cooperation with the Member Organisation in whose country the World Conference is being held.

3.5 Guests may speak by invitation of the chair of the World Conference, but do not have the right to vote.

3.6 Pursuant to sub-clause 11.4 changes to Bye-Law 3.1 shall be determined by a 75% majority of votes cast at a general meeting of the Full Members.

## **Programme and Agenda**

3.7 The requirements as to the programme and agenda of the World Conference shall be set out in the Governance

Handbook.

## **Rules of Procedure**

- 3.8 The Rules of Procedure for the World Conference are based on the constitution and these Bye-Laws and on policy established from time to time by the World Conference. The World Board shall review the operation of the Rules of Procedure at the end of each World Conference. The World Conference shall at the beginning of each of its meetings approve the Rules of Procedure proposed by the World Board.
- 3.9 Member Organisations may table resolutions at the conference in accordance with requirements determined by the Rules of Procedure

## **General meetings other than World Conferences**

- 3.10 In the case of general meetings not being a World Conference, the dates and venue of the meeting shall be decided by the World Board. Except as otherwise provided for in the constitution and these Bye-Laws and to the extent that they are applicable, the provisions of the constitution and these Bye-Laws on World Conferences apply.

## **4 Bye-Law IV – World Board Attendees at World Board**

- 4.1 All sessions of the World Board shall be open to the following:
- 4.1.1 the World Board;
  - 4.1.2 the Treasurer of WAGGGS, if a Treasurer is not appointed from the Elected Trustees;
  - 4.1.3 the chairs of committees who are not elected

members of the World Board and who have this stated in their terms of reference;

4.1.4 the Chief Executive of WAGGGS;

4.1.5 the World Board may invite to its meetings as observers any persons whose presence may be considered desirable.

4.2 The attendees listed at Bye-Laws 4.1.2 to 4.1.5 shall not have voting rights.

### **Procedure at meetings of the World Board**

4.3 In addition to the requirements at sub-clause 23.3 of the constitution additional requirements as to procedure at meetings of the World Board include:

4.3.1 the World Board shall have the right to ask everyone present, except a member of the World Board, to withdraw if any confidential question is to be discussed;

4.3.2 subjects not included on the agenda may only be raised by the consent of the majority of the World Board;

4.3.3 no questions of policy, other than those authorised by the constitution, shall be decided without reference to all Member Organisations;

4.3.4 all necessary papers shall be sent by the World Bureau as a matter of routine, to the Approved Persons and Regional vice-chairs;

4.3.5 updates on the work of the World Board shall be sent to Member Organisations.



## **Right of Appeal of the World Board**

- 4.4 In case the performance of a member of the World Board giving rise to serious concerns, all efforts will be used to work towards the improvement of her performance.

Before a vote is taken to remove a member of the World Board pursuant to sub-clause 16.1.1 of the constitution, the member of the World Board concerned shall be given the opportunity to be heard by the other members of the World Board. She may be accompanied at such hearing by a person of her choice before a decision is made.

The member of the World Board concerned may lodge an appeal with the WAGGGS' Appeals Body against the decision to remove her from the World Board within a month after receipt of that decision. The decision of the WAGGGS' Appeals Body shall be final.

- 4.5 An appeals body is established and shall be known as the WAGGGS' Appeals Body. Its role is to decide in situations concerning appeals against the removal of member of the World Board or members of a Regional Committee. The WAGGGS' Appeals Body shall have six members, appointed by the current World Board from amongst the membership of the two immediately previous World Boards. All regions shall be represented on the WAGGGS' Appeals Body.

It shall sit in a panel composed of three members drawn from the WAGGGS' Appeals Body.

## **5 Bye-Law V – World Bureau**

- 5.1 There shall be a World Bureau which shall serve as the secretariat of WAGGGS. Regional offices of the World Bureau may be established by agreement between the Regional Conference and the World Board.
- 5.2 The functions and management structure of the World

Bureau shall be set out in the Governance Handbook.

## **6 Bye-Law VI – Committees**

- 6.1 There shall be two types of committee:
- 6.1.1 those assisting the World Board in relation to policy, standards and management of WAGGGS including constitutional matters, programme and development, finance and property management;
  - and
  - 6.1.2 those assisting the World Board in defined geographical areas, called Regions, in the promotion and expansion of Girl Guiding/Girl Scouting in these areas known as Regional Committees.
- 6.2 In respect of the committee(s) referred to in Bye-Law 6.1.1:
- 6.2.1 The World Board shall appoint the members of these committees, giving due consideration to the names of persons submitted in accordance with the provisions of the constitution and these Bye-Laws.
  - 6.2.2 The members of committees are appointed for three years. They are eligible for reappointment within the time limits stated in the terms of reference of each committee. No member may serve for more than six years consecutively.
  - 6.2.3 The Chair of the World Board, the Treasurer of WAGGGS and the Chief Executive of WAGGGS shall have the right to receive notice of, attend and speak at all committee meetings and receive copies of all committee meeting papers but shall not have the right to vote.
  - 6.2.4 The World Board may invite persons to attend and

shall not have the right to vote.

- 6.3 In respect of the Regional Committees, the members shall be appointed in accordance with clause 21 of the constitution and such supporting policies and procedures as may be in place from time to time.

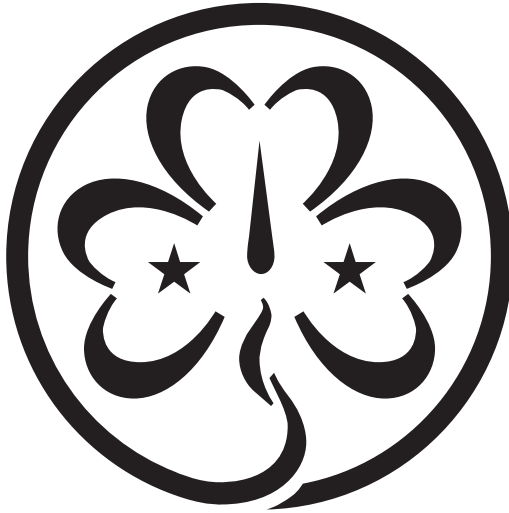
## **7 Bye-Law VII – Policies and procedures**

- 7.1 The World Board may from time to time make such reasonable and proper policies and procedures as it may deem necessary or expedient for the proper conduct and management of WAGGGS, but such policies and procedures must not be inconsistent with any provision of the constitution. Copies of any such policies and procedures currently in force must be made available to any Member Organisation of WAGGGS on request.

## **8 Bye-Law VIII – Amendments**

- 8.1 These Bye-Laws may be amended by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS.
- 8.2 Notice of proposed amendments to these Bye-Laws must be circulated in time to reach all Membership Organisations at least 120 clear days before the date of the meeting of the World Conference at which they are to be considered.

## SCHEDULE

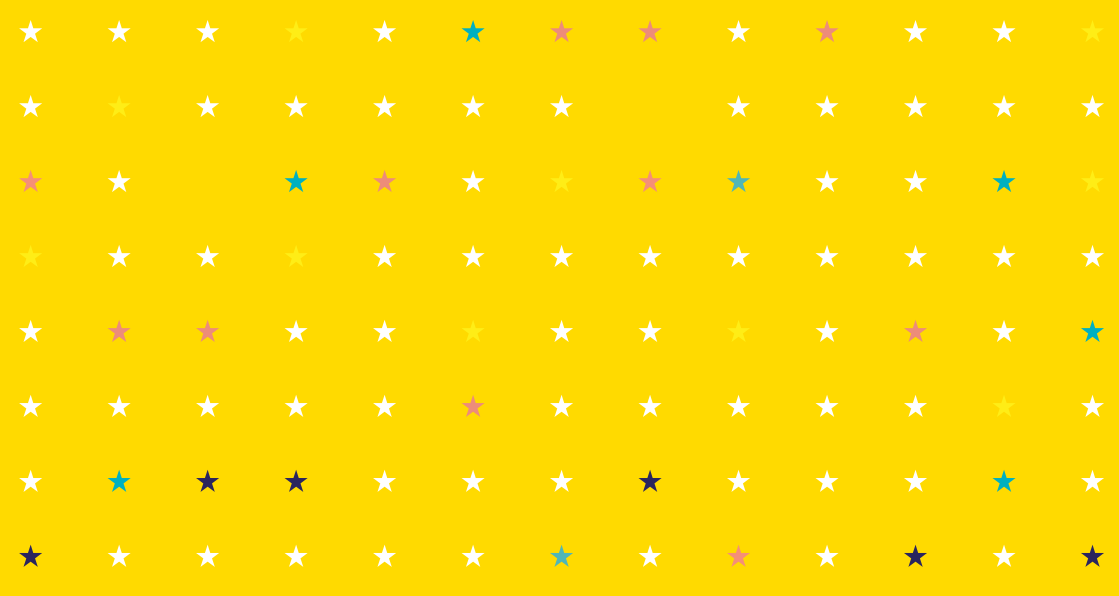


### The World Trefoil and its meaning

This is the World Trefoil of the World Association of Girl Guides and Girl Scouts as referred to in Article 10.9.1 e) of the constitution. Each element of the World Trefoil has a specific meaning.

- The three leaves represent the three fold promise as originally laid down by the Founder.
- The flame represents the flame of the love of humanity.
- The vein pointing upwards represents the compass needle pointing the way.
- The two stars represent the Promise and Law.
- The outer circle represents our worldwide Association.
- The golden yellow Trefoil on a bright blue background represents the sun shining over the Children of the World.





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