

# CONSTITUTION



## THE GIRL GUIDES ASSOCIATION NEW ZEALAND (INCORPORATED)

*June 2020*

The Girl Guides Association New Zealand Incorporated - CC22069  
is a registered charitable entity in terms of the Charities Act 2005.

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**CONSTITUTION OF THE GIRL GUIDES ASSOCIATION NEW ZEALAND  
(INCORPORATED)**

**Ngā Kōhine Whakamahiri O Aotearoa**

**1. NAME**

The name shall be the Girl Guides Association New Zealand (Incorporated) Ngā Kōhine Whakamahiri O Aotearoa.

**2. NATIONAL OFFICE**

The National Office of the Association shall be at Christchurch or at such other place in New Zealand as the National Board may from time to time determine.

**3. INTERPRETATION**

In the interpretation of these rules (unless the context requires a different construction):

"*A Guide to Guiding in New Zealand*" means the policy, procedure, and rules of the Association (as amended from time to time by resolution of the Board).

"Area" means any area as defined by the Board from time to time. The formulation and naming of the Area shall be in accordance with *A Guide to Guiding in New Zealand*.

"Association" means The Girl Guides Association New Zealand (Incorporated) Ngā Kōhine Whakamahiri O Aotearoa.

"Association Leader" means an adult member elected to that role by the Forum.

"Board" means the National Board.

"Chief Executive" means the person appointed to that role by the Board under Rule 10.9.

"Forum" means the National Forum.

"Girl Guides" refers to the Association members.

"Member" means a person who becomes a member of the Association under Rule 8 of these Rules.

"National Adviser" means an adult member appointed to that role by the National Board to give specialist advice.

"National Forum" means the body that oversees the affairs of the Association under Rule 9.

"National Girl Advisory and Participation Group" means girl members of the National Advisory and Participation Group. The formulation and naming of the group shall be in accordance with *A Guide to Guiding in New Zealand*.

"Board Chair" means the person appointed to that role by the National Forum under Rule 15.

"Promise" means the original Promise set out in Rule 4 of these Rules or any re-statement of that Promise in current language as is adopted by the National Forum from time to time.

"Region" means any regional area of New Zealand as defined by the Board from time to time. The formulation and naming of the Region shall be in accordance with A

*Guide to Guiding in New Zealand.*

“Regional Co-ordinator” means the person responsible for managing the affairs of the region. The appointment and naming of the position shall be in accordance with *A Guide to Guiding in New Zealand.*

“Regional Management Team” means the committee that oversees the operation of a Region. The formulation and naming of the committee shall be in accordance with *A Guide to Guiding in New Zealand.*

"Rule" means a rule set out in this Constitution.

"WAGGGS" means the World Association of Girl Guides and Girl Scouts.

"World Board" means the Board of WAGGGS.

A reference to any enactment is a reference to that enactment as amended, or to any enactment in substitution for that enactment.

Words importing the singular number only include the plural number and vice versa.

#### **4. OBJECTS**

To advance education by the special training and instruction of girls of New Zealand in the principles of discipline, loyalty, good citizenship and service for others and by the development of their character based on spiritual and moral values according to the principles embodied in the original Promise and Law as laid down by the Founder, Lord Baden-Powell of Gilwell, OM, GCMG, GCVO, KCB, namely:

##### **Original Promise**

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

1. To do my duty to God and the King; or God and my country
2. To help other people at all times
3. To obey the Guide Law

##### **Original Law**

1. A Guide's honour is to be trusted
2. A Guide is loyal
3. A Guide's duty is to be useful and to help others
4. A Guide is a friend to all and a sister to every other Guide
5. A Guide is courteous
6. A Guide is a friend to animals
7. A Guide obeys orders
8. A Guide smiles and sings under all difficulties
9. A Guide is thrifty
10. A Guide is pure in thought, in word and in deed

To foster a love of country and promote a full sense of citizenship by developing an interest in home craft, health, social service, love of nature and the traditional arts and customs.

To encourage international goodwill and understanding by establishing friendly contacts with girls in other countries.

To extend the work of the Association among girls without distinction on the basis of religion, ethnicity or any other circumstance.

To respect the religious views of all.

To promote and develop Girl Guiding in New Zealand.

To keep the Association strictly non-political.

To promote young women in decision-making.

## **5. BADGE**

5.1 The Badge of the Association shall include a trefoil.

## **6. POWERS**

The Association has power:

- 6.1 To purchase, take on lease, hire or otherwise acquire and hold any lands, buildings, easements, patents, patent rights, trademarks and any other real or personal property, and to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things within New Zealand.
- 6.2 To improve, manage, develop, deal with, mortgage, exchange, sell, lease or otherwise dispose of any property or rights of the Association.
- 6.3 To invest any monies and funds of the Association in accordance with the provisions of Part II of the Trustee Act 1956 as to the investment of trust funds, subject however to any directions of the Board from time to time provided that:
  - a. where there is an instrument creating a trust for money, or where a direction is given in writing by or on behalf of any donor within six months following the date of any gift, no investment shall be made contrary to such instrument or direction, and
  - b. no investment shall be made or retained on which any liability exists unless the Board has resolved that such liability can and will be discharged within such period as the Board directs at the time of the acquisition or making of such investment, and
  - c. the total sum which may be invested in debentures or debenture stock or guaranteed preference, ordinary or deferred shares or guaranteed preference, ordinary or deferred stock issued or guaranteed by any company incorporated under Royal Charter or under any general enactment of the New Zealand Parliament, shall not at any time exceed such proportion of the total funds invested, or available for investment, by the Association as the Board may fix from time to time. All investments may be varied or transposed from time to time as decided by the Board in accordance with the provisions of this paragraph.
- 6.4 To borrow or raise money with or without security for any of the purposes of the Association.
- 6.5 To enable the establishment of a trust which has objectives which are conducive to the purposes of the Association, and to enable the donation of funds from the Association to the Trust.
- 6.6 To receive and accept donations, endowments and gifts of land, buildings, stocks, funds, shares, securities, money and any other assets, whether subject or not subject to any special trusts or conditions, and in particular to accept and take by way of gift and absorb upon any terms the undertakings and assets of any society or body, whether incorporated or not, carrying on work similar to any work for the time being carried on by the Association, and to undertake all or any of the liabilities of any such other society or body.
- 6.7 To undertake and carry out any trusts or conditions affecting any real or personal property acquired by the Association.
- 6.8 To grant, continue and pay salaries, superannuation, gratuities or other sums in recognition of services.

- 6.9 To form local Regions and Committees in any parts of New Zealand and to organise classes and lectures and publish and sell or distribute papers, books, pamphlets and information for the purpose of stimulating interest in and promoting the objects of the Association, and to take all other measures for providing and maintaining an efficient organisation for the purposes of the Association.
- 6.10 To form groups of Girl Guides of persons of all ages as members or officers, and to train them in the aims and objects of the Association, and to supply (with or without charge) and deal in equipment of all kinds for their use, and to establish and provide badges, certificates and other rewards of merit to be competed for or awarded to them.
- 6.11 To make and carry out any arrangements for joint working or co-operation with any other society or body, whether incorporated or not, carrying on work similar to that of the Association.
- 6.12 To enter into any arrangements with any educational authorities or any department of the New Zealand Government.
- 6.13 To apply for and exercise any powers obtained under any supplementary Charter or Act of Parliament which may be deemed expedient for any of the purposes of the Association.
- 6.14 To comply with the conditions of membership of the WAGGGS, as set out in the Constitution of the WAGGGS.
- 6.15 To do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the purposes of the Association or the exercise of any of its powers.
- 6.16 To make rules for the management and conduct of the affairs of the Association.

## **7. INCOME TO BE APPLIED FOR CHARITABLE PURPOSE**

- 7.1 Any income, benefit or advantage must be used to advance the charitable purposes of the Association.
- 7.2 No member of the Association, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Association in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.
- 7.3 Any payments made to a member of the Association, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

## **8. MEMBERSHIP**

- 8.1 The following persons shall be members of the Association:
  - a. Every person who is a member of the Association at the date of adoption of this Constitution.
  - b. Every person who wishes to become a member of the Association and who meets the requirements of membership as defined in *A Guide to Guiding in New Zealand*.
- 8.2 A person's membership of the Association shall cease in the circumstances set out in *A Guide to Guiding in New Zealand*.
- 8.3 The Board Chair, upon proof which she may consider sufficient, may temporarily suspend or terminate the membership of any adult member of the Association. Such

person shall have the right to appeal to the Board, whose decision shall be final and conclusive and shall not be called in question in any manner whatsoever.

## **9. NATIONAL FORUM**

### **9.1 Function of the National Forum**

The control of the Association is vested in the National Forum. The Forum may exercise all the powers vested in the Association and may delegate such powers to the National Board or other Association body as it thinks fit and shall exercise general supervision over the affairs of the Association.

The Forum shall:-

- a. determine and uphold the vision and mission of the Association
- b. articulate Guiding principles and values
- c. serve as an electoral body, holding elections for members of the National Board and National Nominations Committee
- d. confer life membership of the Association
- e. approve changes or amendments to the Constitution and the Promise and Law
- f. convey the views of the membership to the Board so it can be informed when making policies and setting the strategic direction of the Association
- g. discuss issues affecting girls and young women
- h. ratify the appointment of the Board Chair, on the recommendation of the Selection Committee
- i. as a policy influencing body, consider remits which Regions may put forward following discussion in their region. A remit which is endorsed by the Forum will be referred to the Board for consideration.

### **9.2 Officers of the National Forum**

- a. Ex Officio Members:
  - The National Patron
  - The Board Chair
  - The Deputy Board Chair
  - The Audit and Finance Committee Chair
  - The National Board Members
  - The National Advisers
  - The National Girl Advisory and Participation Group Members
  - The National Chair of the Scout Association of New Zealand or nominee
  - The Chief Executive

Each of these officers, except the Chief Executive, shall have power to nominate and vote during the tenure of their membership of the Forum.

b. Life Members

Life members may attend Forum meetings and have the right to speak and nominate, but not to vote.

c. Immediate Past Board Chair

Following the end of their service as the Board Chair, the National Board may invite the Immediate Past Board Chair to become a member of the National Forum and on acceptance of such an invitation shall thereupon become a member for two years and shall have power to nominate and vote.

d. Regional Delegates

Each Region within the Association is eligible to send two Regional Delegates to the Forum.

Each Region has the power to nominate and to exercise one vote. Where a Region appoints more than one Regional Delegate, the power to nominate and to vote shall be exercised jointly on behalf of the Region.

Each Regional Delegate shall hold the position for a term of three years, renewable for one further term of three years. The Regional Co-ordinator in each region (or a representative appointed by the Board if there is no Regional Co-ordinator until a Regional Co-ordinator is appointed) shall be a Regional Delegate. The Regional Management Team will appoint a Second Regional Delegate.

The process to appoint the delegates and the commencement(s) date shall be in accordance with *A Guide to Guiding in New Zealand*.

If an Area has only one Region, that Region is eligible to send four Regional Delegates to the Forum and jointly exercise two votes. The Regional Co-ordinator in the Region (or a representative appointed by the Board if there is no Regional Co-ordinator until a Regional Co-ordinator is appointed) shall be a Regional Delegate. The Regional Management Team will appoint the other three Regional Delegates in accordance with *A Guide to Guiding in New Zealand*.

e. Leader Representative

Each Region within the Association is eligible to send one Leader Representative to the Forum who is a member of the Association and meets the criteria outlined in *A Guide to Guiding in New Zealand*.

Each Leader Representative shall have the power to nominate and vote.

The Leader Representative shall hold the position for a non-renewable term of three years.

The process to appoint the representative and the commencement date shall be in accordance with *A Guide to Guiding in New Zealand*.

If a Leader Representative is subsequently appointed as an Officer of the Forum in another position and is entitled to vote by virtue of that position, the member must resign the position of Leader Representative.

If an Area has only one Region, that Region is eligible to send two Leader Representatives to the Forum and each representative shall have the power to nominate and vote.



f. Young Leader Representative

Each Region within the Association is eligible to send one Young Leader Representative to the Forum who is a member of the Association aged between 17 and 30 at the time of selection.

Each Young Leader Representative shall have the power to nominate and vote.

The Young Leader Representative shall hold the position for a non-renewable term of three years.

The process to appoint the representative and the commencement date shall be in accordance with *A Guide to Guiding in New Zealand*.

If a Young Leader Representative is subsequently appointed as an Officer of the Forum in another position and is entitled to vote by virtue of that position, the member must resign the position of Young Leader Representative.

If an Area has only one Region, that Region is eligible to send two Young Leader Representatives to the Forum and each representative shall have the power to nominate and vote.

g. Observers

The Board may invite adult members of the Association, including Association members who are members or substitute members of the World Board or WAGGGS committees, to attend the Forum as observers. Observers may speak and participate in the Forum but may not vote.

h. Subject to clause 9.8g, each member of the Forum shall have no more than one vote. If a member holds more than one position which carries a vote entitlement, they may vote only once, and the remaining vote entitlement is obsolete.

i. Any member of the Forum shall vacate office and cease to be a member if:

- i. by notice in writing to the Board Chair the member resigns; or
- ii. the member is absent for three consecutive meetings without leave; or
- iii. the member ceases to hold an office which qualifies the member for membership of the Forum; or
- iv. the member's membership of the Association is suspended or terminated under Rule 8.3.

If a position is vacant, the associated vote is not transferrable.

j. When the formulation of a Region changes, Regional Delegates, Leader Representatives and Young Leader Representatives' terms will cease at the time the changeover occurs. The incumbent delegates and representatives will be eligible to seek reappointment.

### 9.3 Chairperson of the National Forum

The chairperson of the National Forum shall be the Board Chair, or in their absence the Deputy Board Chair, or in their absence the members present shall appoint a chairperson.

#### 9.4 **National Forum Meeting**

The National Forum meets annually. The place and date shall be fixed by the Board. At least 30 days' notice in writing of the place and date of the National Forum Meeting shall be given by the Chief Executive to all members of the Forum.

#### 9.5 **Annual General Meeting**

- a. The Annual General Meeting of the Forum shall be held each year in conjunction with the National Forum meeting. The place and date thereof shall be fixed by the Board. At least 30 days' notice in writing of the place and date of the Annual General Meeting shall be given by the Chief Executive to all members of the Forum.
- b. The business to be transacted at the Annual General Meeting shall be as follows:
  - i. To receive and adopt the annual report of the Association submitted to it by the Board
  - ii. To receive and adopt the financial statements of the Association
  - iii. To deal with any other matters advised in writing to members of the Forum no later than 30 days prior to the meetingand such other business as the chairperson considers warrants discussion without notice.

#### 9.6 **Special General Meeting**

- a. A Special General Meeting of the Forum shall be called at any time by the Board Chair:
  - i. if they consider it necessary, or
  - ii. at the written request of the National Vice President, or
  - iii. at the written request of the Board, or
  - iv. at the written request of 20 or more members of the Forum.
- b. At least 14 days' notice in writing of such meeting, together with the business to be transacted, shall be sent to all members of the Forum.

#### 9.7 **Public General Meeting**

The Board may, if it thinks fit, call a Public General Meeting to be held in conjunction with the Annual General Meeting. Such meeting shall be open to all members of the Forum and the public. The Board shall arrange the agenda. The chairperson shall be the National Patron, or in their absence the Board Chair. The public may speak and participate in the meeting but may not vote.

#### 9.8 **Voting at Forum, Annual, Special or Public Meeting**

- a. At any Forum Meeting, or Annual, Special or Public General Meeting, a resolution shall be put to the vote of the meeting in the manner chosen by chairperson unless a poll (before or on the declaration of the result) is demanded:
  - i. By the chairperson, or
  - ii. By at least 10 members present in person or by proxy.

- b. Unless a poll is so demanded, a declaration by the chairperson that a resolution has, by the voices or on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minutes of the proceedings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- c. The demand for the poll may be withdrawn.
- d. If a poll is duly demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e. Each member of the Forum personally present at a meeting, other than an employee of the Association, Life Members or Regional Delegates, shall have one vote. Regional voting shall be in accordance with clause 9.2(d).
- f. An absent member may appoint another member of the Forum to act as proxy in writing to the Chief Executive, prior to the start of the meeting.
- g. In the case of an equality of votes, the chairperson shall have a casting vote as well as a deliberative vote except in any election where an equality shall be decided by lot.
- h. Except where these Rules specify otherwise, resolutions may be carried or lost by simple majority vote of the meeting.

#### **9.9 Quorum**

- a. The quorum of the National Forum shall be one third of the members of the Forum entitled to vote.
- b. The quorum of the Annual General Meeting shall be one third of the members of the Forum entitled to vote.

#### **9.10 Procedure if No Quorum**

Should a quorum not be present, decisions taken at the meeting shall be ratified by a postal, conference call or email vote of the National Forum before they are implemented. The procedure for the taking of a postal, conference call or email vote shall be as determined by the National Board.

#### **9.11 Omission of Notice of Meeting**

The accidental omission to give notice of a Forum Meeting or Annual General Meeting to any member of the Forum shall not invalidate anything done at such meeting.

#### **9.12 Voting between meetings**

Where matters or appointments requiring a vote by the Forum arise between meetings, voting on a resolution may be conducted by postal vote, by conference call or by email. The procedure for the taking of such a vote shall be as determined by the National Board.

#### **9.13 Life Members**

On the recommendation of the Board, and with the approval of a resolution of the voting members present in person or by proxy at a Forum Meeting, or by postal, conference call or email vote the National Forum may confer life membership on any person so recommended.

## **10. NATIONAL BOARD**

### **10.1 Function of National Board**

The Board is the executive committee of the Forum and is responsible for carrying out the directions of the National Forum as determined at any meeting of the Forum and for exercising and performing all powers and duties delegated to it by the Forum and the Board shall in respect of all powers delegated to it by the Forum have all the powers of the Association.

The Board will:

- a. carry out all the powers vested in the Association, other than those carried out by the National Forum, including the power of delegation;
- b. be responsible for making, varying, amending, and developing *A Guide to Guiding in New Zealand* for the control of the affairs of the Association.

### **10.2 Officers of National Board**

- a. Ex Officio Members:
  - The Board Chair
  - The Deputy Board Chair (Co-opted)
  - The Chief Executive
  - The Audit and Finance Committee Chair
- b. Three Association Leaders elected by the Forum,
- c. Up to four members co-opted by the Board who need not be members.
- d. At least one of the Board members with voting rights is to be held by a person aged 18 – 30.
- e. Elected officers shall hold office for a term of three years. They are eligible for re-election for a further term of three years. Co-opted members may be co-opted for a term of up to three years, renewable for a further term of up to three years.
- f. Any member of the Board shall vacate office and cease to be a member if:
  - i. by notice in writing to the Board Chair the member resigns; or
  - ii. the member is absent from three consecutive meetings without leave:  
or
  - iii. the member ceases to hold an office which qualifies the member for membership of the Board; or
  - iv. the member's membership of the Association is suspended or terminated under Rule 8.3.

### **10.3 Casual Vacancies**

In the event of a vacancy occurring on the Board for an Association Leader elected by the Forum the Board may appoint a replacement until the next Annual General Meeting of the National Forum. A person appointed in this way shall be eligible to stand for election at the next Annual General Meeting of the National Forum.

#### 10.4 **Chairperson of the National Board**

The chairperson shall be either the Board Chair or a Deputy Board Chair or, in their absence, the members present shall appoint a chairperson.

#### 10.5 **National Board Meetings**

The Board may meet together at least four times per year for the despatch of business and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit provided it conforms with any policy laid down by the Forum. All business transacted at meetings of the Board and its sub committees shall be treated as strictly confidential, however where appropriate, decisions will be shared with members.

#### 10.6 **Voting at National Board Meetings**

- a. Each member of the Board (other than an employee of the Association) shall have one vote (except that if more than one Deputy Board Chair has been appointed, only one may vote at Board meetings). In the case of an equality of votes, the chairperson shall have a casting vote as well as a deliberative vote except in any election where any equality shall be resolved by lot.
- b. A Board member may exercise the right to vote at a meeting either by being present in person, by conference call, by email or by written proxy in favour of the Chairperson present at the meeting, but no other proxy voting shall be permitted.
- c. Resolutions of the Board may be carried or lost by simple majority vote of the meeting.

#### 10.7 **Quorum**

The quorum of the National Board shall be five members entitled to vote personally present or linked by a conference call or by decided email.

#### 10.8 **Standing Committee**

- a. The Board shall appoint a Standing Committee consisting of the Board Chair or their nominee (Chairperson), the Chief Executive and three other members of the Board. Casual vacancies shall be filled by other Board members appointed by the Board.
- b. The Standing Committee shall deal with urgent business which cannot reasonably be left until the next meeting of the Board. The Standing Committee shall have power to act and may meet in person, by conference call or make decisions by email. All decisions of the Standing Committee shall be reported to the next meeting of the Board.
- c. The quorum shall be three members entitled to vote personally present or linked by a conference call or decided by email. Each member of the Standing Committee (other than an employee of the Association) shall have one vote. A Standing Committee member may exercise the right to vote at a meeting either by being present in person, by conference call, by email or by written proxy in favour of the Chairperson present at the meeting, but no other proxy voting shall be permitted.

#### 10.9 **Chief Executive**

The Board shall appoint a Chief Executive who shall be responsible for the day to day affairs and operation of the Association. The Chief Executive will implement general policy, manage the finances of the Association and report to the Board when required by the Board to do so.

## **11. NATIONAL NOMINATIONS COMMITTEE**

### **11.1 Function of the National Nominations Committee**

- a. The National Nominations Committee manages and carries out the selection process for and makes recommendations to the Forum regarding:
  - i. Association Leaders to be nominated to stand for election by the Forum to the National Board
  - ii. The Audit and Finance Committee Chair
  - iii. Candidates to be nominated to stand for election by the Forum to the National Nominations Committee

### **11.2 Officers of the National Nominations Committee**

- a. Ex Officio Members:
  - The Board Chair
  - The Chief Executive
- b. Elected Members
  - Two members of the National Forum, other than Board members and National Advisers, elected by the National Forum. One member should preferably be under the age of 35 at the time of election. An elected member shall hold the position for a term of three years commencing from the date of election by the Forum. They are eligible for re-election for a further term of three years.
- c. Board Appointed Members
  - Two members of the National Board appointed by the Board Chair.
- d. Any member of the National Nominations Committee shall cease to be a member if:
  - i. by notice in writing to the Chief Executive the member resigns; or
  - ii. the member is absent from three consecutive meetings without leave:  
or
  - iii. the member ceases to hold an office which qualifies the member for membership of the National Nominations Committee; or
  - iv. the member's membership of the Association is suspended or terminated under Rule 8.3.

### **11.3 Chairperson of the National Nominations Committee**

The Board Chair shall be the Chairperson of the National Nominations Committee but if the Board Chair is absent then the Committee shall elect an acting Chairperson from amongst its voting members until the Board Chair is again available.

### **11.4 National Nominations Committee Meetings**

- a. The National Nominations Committee meets when called to do so at the written request of the Board Chair or a Deputy Board Chair.
- b. The National Nominations Committee may meet in person, by conference call or make decisions by email.

### **11.5 Voting at National Nominations Committee Meetings**

- a. Each member of the National Nominations Committee (other than an employee of the Association) shall have one vote. In the case of an equality of votes, the chairperson shall have a casting vote as well as a deliberative vote.
- b. A National Nominations Committee member may exercise the right to vote at a meeting either by being present in person, by conference call, by email or by written proxy in favour of the Chairperson present at the meeting, but no other proxy voting shall be permitted.
- c. Resolutions of the Committee may be carried or lost by simple majority vote of the meeting.

### **11.6 Quorum**

The quorum of the National Nominations Committee shall be three members of the Committee entitled to vote personally present or linked by a conference call or by decided email.

## **12. NATIONAL COMMITTEES**

### **12.1 Function of National Committees**

- a. The Board shall appoint National Committees with such powers as it shall decide from time to time. The members shall be appointed for such term as the Board shall fix at the time of appointment, and if not so fixed shall be for a term of three years.
- b. The National Committees shall make recommendations to the Board except where the Board has given them power to act. Minutes of all National Committees shall be sent to each member of the Board unless otherwise decided by the Board.
- c. Each National Committee may, with the prior approval of the Board, appoint sub committees which shall report to their parent committee.

### **12.2 Officers of National Committees**

- a. The members of any National Committee shall be ratified by the Board for such term as the Board shall fix at the time of ratification and if no term is specified by the Board then for a term of three years.
- b. The Board Chair and the Chief Executive, or their nominees, shall be ex officio members of all National Committees.
- c. The Chairperson of any National Committee will be determined in accordance with the Committee's terms of reference set by the Board.

## **13. VALIDATION OF BUSINESS**

- 13.1 All actions taken at any meeting of the Forum or the Board or any committee, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of all or any of the members of the Forum or the Board or the committee, shall be as valid as if every such member had been duly appointed.

## **14. NATIONAL PATRON**

- 14.1 The Governor General of New Zealand, if a woman, or the wife of the Governor General shall be invited to be the National Patron. If she agrees to act she is required to accept the fundamental principles of the WAGGGS. If she does not

agree to act, or is unable to continue in office, the Forum shall, on the recommendation of the Board, appoint a National Patron.

## **15. BOARD CHAIR**

### **15.1 Nomination**

- a. Nominations for Board Chair may be made by all members of the Forum and shall be submitted in writing, signed by the nominee, to the Chief Executive by such date as shall be determined by the Board.
- b. Nominees must be members of the Association.

### **15.2 Selection**

- a. Not more than three months after the closing date for nominations, a selection committee shall be formed. Nominees are not eligible for appointment to this committee.
- b. The selection committee shall consist of:
  - i. The Chief Executive ex officio.
  - ii. Three members of the Board other than the Board Chair. These members shall be nominated and elected by members of the Board. Nominations are to be made in writing and if an election is necessary a ballot will be held.
  - iii. Two voting members of the Forum who are not members of the Board. These members shall be nominated and elected by Forum members who are not also members of the Board. Nominations are to be made in writing and if an election is necessary a ballot will be held.
- c. Each of these committee members, except the Chief Executive, shall have power to vote.
- d. The quorum of the selection committee shall be three members entitled to vote.
- e. The chairperson of the selection committee will be selected by the selection committee at its first meeting.

### **15.3 Appointment**

- a. The selection committee shall consider the qualifications, skills and experience of the nominees.
- b. The selection committee shall select and recommend to the Forum the nominee for ratification of the appointment.
- c. On ratification by the Forum of the appointment of the nominee selected by the selection committee as Board Chair the selected nominee will become the Board Chair from the date nominated by the Forum.
- d. The period between the date of ratification and the date on which the selected nominee becomes Board Chair may be up to six months. During this period, the selected nominee may participate in Board and National Forum meetings but shall not have a vote, unless otherwise entitled to vote in another capacity.



#### **15.4 Tenure of Office of Board Chair**

- a. The term of office of the Board Chair shall be four years from the date nominated by the Forum. This term may be extended for a further term of up to two years. Any extension of the term shall be by resolution of the Forum by postal vote or at a Forum Meeting on the recommendation of the Board.
- b. All matters of procedure for such a vote shall be as determined by the Board.
- c. Should the position of Board Chair become vacant for any reason, the Board may appoint a temporary Board Chair to act until a new Board Chair is appointed in accordance with this Rule 15.

#### **16. DEPUTY BOARD CHAIR**

##### **16.1 Appointment of Deputy Board Chair**

The Board Chair shall have the power to appoint a Deputy Board Chair, subject to ratification by the Board. The appointee may be co-opted for a term of up to three years, renewable for a further term of up to three years.

#### **17. CO-ORDINATORS AND REGIONAL CO-ORDINATORS**

- 17.1 Co-ordinators and Regional Co-ordinators shall be appointed in accordance with *A Guide to Guiding in New Zealand*.

#### **18. AUDITOR**

- 18.1 The Board shall annually appoint an Auditor who shall be a Chartered Accountant.

#### **19. FINANCE**

- 19.1 All funds shall be deposited to the credit of the Association and shall be disbursed according to the direction of the Board. Bank accounts shall be kept in the name "The Girl Guides Association New Zealand (Incorporated)" and cheques shall be signed by such officers or persons as the Board shall decide from time to time.

#### **20. PROPERTY**

- 20.1 Any real or personal property which may be or may have been acquired in any manner by the Association shall be vested in the Association or in such other manner as the Board may in its discretion determine, and the Board shall have power to mortgage, lease and dispose of such property and take any proceedings or steps necessary to safeguard or recover the same as it shall think fit.

#### **21. ACCOUNTS AND ANNUAL REPORT**

- 21.1 The Board shall cause true accounts to be kept of the income, expenditure, assets and liabilities of the Association.
- 21.2 At the Annual General Meeting of the Forum the Board shall submit audited financial statements for the most recently completed financial year.
- 21.3 At the same meeting the Board shall submit the Annual Report of the Association.

#### **22. COMMON SEAL**

- 22.1 The Association shall have a Common Seal and the Board shall provide for its safe custody. The seal shall be used only with the authority of the Board or Standing

Committee. Every instrument to which the seal is affixed shall be signed by two members of the Board.

### **23. GENERAL**

- 23.1 Each Region shall be constituted in accordance with *A Guide to Guiding in New Zealand*.
- 23.2 All appointments, certificates and letters of appointment shall remain the property of the Association and be returnable to it at any time on written demand being made by the Chief Executive on behalf of the Board.

### **24. ALTERATION OF CONSTITUTION**

- 24.1 This Constitution may be amended or replaced by:
- a. A resolution of the Forum at a Forum Meeting and with the consent of two-thirds of the voting members present in person or by proxy and voting at such meeting of the Forum and provided that not fewer than two thirds of the members entitled to vote are present in person or by proxy. No proposed amendment or alteration to the proposed amendment shall be considered at the meeting of the Forum unless it has been sent to all Forum members no later than 30 days prior to the date of the meeting; or
  - b. A postal, conference call or email vote if two-thirds of all eligible voting members vote in favour of the amendment. The procedure for the taking of a vote shall be as determined by the National Board.

### **25. DISSOLUTION**

- 25.1 The Association shall not be wound up except by resolution passed in accordance with the provisions of section 24 of the Incorporated Societies Act 1908. Upon the winding up of the Association, the assets, after payment of all liabilities, shall be disposed of for such legally charitable purposes within New Zealand as the Association shall by similar resolution determine, and no member of the Association shall receive any pecuniary gain as a result of such winding up, or receive any of the property or assets of the Association except by purchase for full consideration.

This Constitution was adopted by the Forum.



Board Chair