

## SCHEDULE

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## CONSTITUTION OF THE SCOUT ASSOCIATION OF AUSTRALIA VICTORIAN BRANCH

### DEFINITIONS

1. The Constitution of the Branch is set out in the following By-laws.
2. The provisions of the Act shall be strictly observed and in the event of any inconsistency between the provisions of the Act and the provisions of these By-laws the provisions of the Act shall prevail.
3. In these By-laws unless the context otherwise requires—
  - "The Act" shall mean *The Boy Scouts Association Act 1932* as amended by the *Scout Association Act (Amendment) Act 1979* or any amendment or re-enactment thereof.
  - "The Australian Association" shall mean The Scout Association of Australia (incorporated by Royal Charter 1967).
  - "The Branch" shall mean the Branch as defined in the Act.
  - "Chief Commissioner" shall mean Chief Commissioner of the Branch.
  - "Chief Commissioner Designate" shall mean the Chief Commissioner Designate of the Branch.
  - "The Chief Scout" shall mean the Chief Scout for the time being of Victoria.
  - "The Committee" shall mean the Branch Executive Committee for the time being appointed under or in accordance with these By-laws or such number of members of such committee as under the By-laws shall for the time being be entitled to act for such committee.
  - "The Council" shall mean the State Council for the time being of the Branch, being the body incorporated by the Act under the name "The Scout Association of Australia, Victorian
  - "Branch Council" and operating also under these By-laws "Lay
  - Member" shall mean a member not being a Scouter.
  - "Warrant" shall have the same meaning as is ascribed thereto by the Policy Organisation and Rules.
  - "Policy Organisation and Rules" shall mean the Policy Organisation and Rules of the Scout Association of Australia 1976 and any amendment or re-enactment thereof.

As amended Branch Annual General Meeting

18 November 2021

"The Royal Charter" shall mean the Royal Charter dated 23 August 1967 whereby the Australian Association was incorporated and any amendment thereof.

"Scouter"—

- (a) shall mean a person holding a Warrant from the Branch, but also;
- (b) shall include the Chief Commissioner notwithstanding that his Warrant is issued by the Chief Scout of Australia.

"Scout" shall have the meaning given to it from time to time by the Policy Organisation and Rules.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include Corporations and words importing the masculine gender shall also include the feminine gender.

## THE COUNCIL

### MEETINGS AND DUTIES INCLUDING MEETINGS OF THE BRANCH

4. The Council shall consist of—
  - (a) The Chief Scout;
  - (b) The persons for the time being respectively holding the following offices, namely President of the Branch, two Vice Presidents of the Branch, Honorary Treasurer, Chief Commissioner, Deputy Chief Commissioner, Assistant Chief Commissioners and all other Commissioners and Assistant Commissioners with the exception of Honorary Commissioners and Assistant District Commissioners
  - Branch AGM 24/11/2006 (c) Region President &/or Chairman
  - (d) General Secretary;
  - (e) Such other persons, not exceeding thirty-six in number, as may be elected by the Council from time to time as lay members;
  - Branch AGM 24/11/2006 (f) two additional members from each Region Council approved by the Committee, one only of whom may be a Scouter. These additional members shall be respectively elected by the Region Council which they are to represent.
  - Branch AGM 28/11/2014 (g) Such members as determined and nominated by the Committee as Life Members, with the number not exceeding four annually, the total of which shall not exceed twenty-five at any time.
5. The Committee shall have power at any time to appoint any person to fill a vacancy in lay members elected from time to time as members pursuant to Clause 4 (e) and may appoint additional lay members for this purpose but so that there shall be no more than thirty-six in number of such lay members in this classification. Any person so appointed shall hold office only until the next following Annual Ordinary General Meeting of the Council.
6. The members of the Council holding office on the coming into operation of these By-laws shall continue to hold office but shall retire as provided by these By-laws.

### DUTIES OF THE COUNCIL

7. The Council shall in accordance with Section 5 of the Act control the Scout Movement in Victoria and may do all things necessary or requisite for providing and maintaining an efficient organisation for the purposes of the Branch including and without restricting the generality of the foregoing provisions of this Clause the performance and exercise of all such powers and duties as are delegated to it by the Australian Association under the provisions of the Royal Charter.
8. The Council shall regulate its functions and duties in accordance with the Policy Organisation and Rules

### MEETINGS OF THE BRANCH

9. Once in each year the Council shall hold a Meeting of the members of the Council and Scouters and other persons interested in the Branch and such Meeting shall be called the Annual Meeting of the Branch. The business of this Meeting shall be to receive a report on the state or condition of the Branch and the progress of its be called at such time and place as the Committee shall prescribe by notice thereof published in a newspaper circulating throughout the State of Victoria not less than fourteen days prior to the date of the said Meeting.
10. Any person attending such Meeting may having given seven days prior notice in writing to the General Secretary of his intention so to do submit any matter to the Meeting for its consideration.

### MEETINGS OF THE COUNCIL

11. An Annual Ordinary General Meeting of the Council shall be held once in every year at such time and place as the Committee may prescribe and such Meeting shall be called the Annual Meeting of the Council. Extraordinary General Meetings of the Council may be called at any time by the Chief Scout or President of the Branch and shall be called by the General Secretary on receipt by him of a requisition signed by at least ten members of the Council for the calling of such Meeting. If the General Secretary shall fail to call a Meeting within fourteen days after the receipt by him of such requisition the members signing such requisition may themselves convene a Meeting of the Council.

Branch AGM 18/11/2111A

Meetings of the Council may be conducted via face to face meetings or using one or more technologies that give all persons entitled to attend a reasonable opportunity to participate without being physically present (**electronic means**), or via a combination of face to face meetings and attendance via electronic means.

12. Fourteen days' notice at the least of every Meeting of the Council (exclusive of the day on which the notice is served but inclusive of the day for which the Meeting is called) specifying the place day and hour of Meeting and in case of special business) the general nature of the business to be transacted shall be given by notice sent by post in a prepaid letter envelope or wrapper addressed to each member at his last known address.

Branch AGM 18/11/2112A

Each notice of meeting given under clause 12 must include in the notice information about how members of the Council can participate (if applicable) via electronic means in the meeting (including how they can participate in a vote taken at the meeting, and speak at the meeting, to the extent they are entitled to do so);

13. The accidental omission to give notice of a meeting of the Council to any member thereof entitled to receive notice shall not invalidate anything done at such Meeting the General Secretary shall at least 14 days before the Annual General Meeting of the Council, send to each eligible (member of the Council) a copy of each document, a copy of which Clause 62 requires to be laid before the meeting.

### PROCEEDINGS AT MEETINGS OF THE COUNCIL

14. The ordinary business of the ANNUAL General Meeting of the Council shall be to received and consider an income and expenditure statement and balance sheet prepared in accordance with Clause 62 to elect members of the Council and of the Committee to appoint a President, two Vice Presidents, Honorary Treasurer Auditors and Solicitors and to consider such matters as are submitted by the Committee or by a Meeting of the Branch of which notice shall have been given in the notice calling the Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.
15. Fifteen members of the Council present in person or by electronic means shall be a quorum.

16. No special business shall be submitted to a meeting of the Council except with the consent of the chairman of such Meeting or unless within seven days after service of the notice calling the Meeting notice shall have been given to the General Secretary of the Branch of the intention to submit such special business to the meeting. On receipt of such notice the General Secretary shall forthwith give notice thereof to each person entitled to receive such notice of Meetings.
17. The President of the Branch shall be entitled to take the chair at every Meeting If the President of the Branch shall not be present within fifteen minutes after the time appointed for such Meeting the members of the Council present shall choose one of their number to take the chair.
18. If within half an hour after the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned until such day and at such time and place as the chairman may decide and if at such adjourned Meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the Meeting was called.

**Branch AGM 18/11/21**

19. Except as hereafter provided, voting on every question submitted to a Meeting must be taken on a poll, which may use one or more technologies to give members not physically present the opportunity to participate in the vote in secret, in real time and, where practicable, by recording their vote in advance of the meeting. In the case of an equality of votes the chairman shall have a casting vote in addition to the vote to which he is entitled as a member of the Council.

Except as provided in Clause 69 (Alteration of By-Laws), a majority vote of members of the Council at properly constituted meetings of the Council shall be sufficient determination of all matters requiring the decision of the Council.

20. At any Meeting a declaration by the chairman that a resolution has been carried or carried by a specified majority or lost or not carried by a specified majority and an entry to that effect in the books of the Branch shall be conclusive evidence of the fact without proof of the number or relative proportion of the votes recorded in favour of or against such resolution.
21. The chairman of the Meeting may with the consent of the Meeting adjourn it from time to time and from place to place.
22. Subject to the provisions of Clause 19 every member of the Council present in person or by electronic means shall have one vote. No votes shall be given by proxy.

**THE COMMITTEE AND MANAGEMENT OF THE BRANCH**

23. The management of the business of the Branch and of the Council shall be vested in the Committee which in addition to the powers and authorities by these By-laws or otherwise expressly conferred upon it may exercise all such powers and do all such acts and things as may be exercised or done by the Branch or the Council and are not by the Act or by these By-laws expressly directed or required to be exercised or done by the Council but subject nevertheless to the provisions of the Royal Charter and of these By-laws and to any regulations or directions from time to time made or given by the Council provided that no regulation so made shall invalidate any prior act of the Committee which would have been valid if such regulations had not been made or given.
24. Without prejudice to the general powers conferred by the last preceding Clause of to any other powers conferred by these By-laws but subject nevertheless to the provisions of the Royal Charter and of these By-laws and to any regulations or directions from time to time made or given by the Council provided that no regulation so made shall invalidate any prior act of the Committee which could have been valid if such regulations had not been made or given it is hereby expressly declared that the Committee shall have power—

- a) to receive and accept donations, endowments and gifts of any property or assets whatsoever for the Branch or the Council and either subject, or not subject, to any special trusts or conditions;
- b) to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real and personal property and any rights or privileges which the Committee may think necessary or convenient for the purposes of the Branch, and, in particular, any land, buildings, easements, machinery, plant and stock in trade;
- c) to construct, improve, maintain, develop, work, manage, carry out or control any buildings, works, roads, ways, bridges, stores, plant and things which may seem calculated, directly, or indirectly, to advance the Branch's interests; and to contribute to, subsidise or otherwise assist, or take part in the construction, improvement, maintenance, development, working management, carrying out or control thereof;
- d) to invest and deal with all moneys, funds and assets of the Branch, or the Council, not immediately required for its purposes, in such manner as, from time to time, the Committee may determine;
- e) to borrow or raise money, with or without security, for any of the objects of the Branch or the Council, and to secure the same, or the repayment or performance of any debt, liability, contract, guarantee or other engagement, incurred or entered into by the Branch or the Council, in any way and, in particular by the issue of debentures charged upon all or any of the property of the Branch or the Council (both present and future) and to purchase, redeem or pay off any such securities;
- f) to pay salaries, honoraria, gratuities and other sums in consideration or recognition of services, as may, from time to time, be thought fit;
- g) to draw, make, accept, endorse, execute, discount and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- h) to sell or dispose of any part of the assets of the Branch or the Council for such consideration as the Committee may think fit;
- i) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Branch or the Council;
- j) to take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the property of the Branch or the Council, of whatsoever kind sold by the Branch or the Council or any moneys due to the Branch or the Council from the purchasers or others;
- k) to apply for, secure, acquire (by grant, legislative enactment, assignment, transfer, purchase or otherwise) and to exercise, carry out and enjoy, any charter, licence, which any Government or Authority or any Corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect;
- l) to apply for and obtain any statute, order, regulation or other authorisation or enactment which may be deemed expedient for any of the purposes of the Branch or the Council;
- m) to organise classes and lectures and to publish and sell or distribute papers, books, pamphlets and information for the purposes of creating or stimulating interest in, and promoting the objects of, the Branch or the Council, and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purposes of the Branch or the Council;
- n) to encourage, aid and facilitate the formation of other bodies or organisations of Scouts and the enrolment as members or officers thereof, of persons of all ages and their instruction in the duties of citizenship generally, in Scouting, in handicrafts and technical knowledge, and the provision of classes, lectures and entertainments for their benefit and the establishment and provision of prizes, badges, certificates and other awards of merit, to be competed for, or awarded to them;
- o) to supply (with or without charges) and deal in, goods of all kinds for the use of Scouts provided that every Scout shall be left entirely free to obtain his equipment and every part thereof (whether of an official pattern or not), other than badges and decorations, from any persons, firm

- or corporation willing to supply the same and shall not be obliged to obtain such equipment, or any part thereof from the Branch;
- p) to assist past or present Scouts in establishing themselves in life, whether by means of apprenticeship or immigration or in any other manner and to form, contribute to, and administer special funds for that purpose;
  - q) to accept and take by way of gift, and absorb upon any terms, the undertakings and assets of any society or body whether incorporated or not, carrying on work similar to any work for the time being carried on by the Branch and to undertake all, or any of the liabilities of any such society or body;
  - r) to make and carry out any arrangements for joint working or co-operation with any other society or body, whether incorporated or not, carrying on work similar to any work for the time being carried on by the Branch or the Council;
  - s) to undertake, execute and perform any trusts or conditions effecting any real or personal property of any description acquired by the Branch or the Council;
  - t) to enter into any arrangement with any educational authorities or any department of the Government of the Commonwealth of Australia or of the State of Victoria; and
  - u) to appoint such managers secretaries officers clerks agents and servants for permanent temporary or special services as may from time to time be thought fit and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as may be thought fit, and to remove or suspend them or any of them there from;
  - v) Subject to the Act The Royal Charter and the By-laws and the Policy Organisation and Rules to make and vary and repeal orders for the regulation of the affairs of the Branch or of the Groups or bodies of Scouts for the time being controlled by the Branch or the Council or any of them;
  - w) to enter into contracts and do all such other acts and things as are incidental or conducive to the attainment of any of the objects of purposes of the Branch or the Council or to the exercise of any of its said powers.

#### CONSTITUTION OF THE COMMITTEE

- 25. Until otherwise determined at a Meeting of the Council the number of the members of the Committee other than *ex officio* members as hereinafter defined shall not be less than five nor more than fifteen.
- 26. The persons for the time being respectively holding the following offices, namely President of the Branch, two Vice Presidents of the Branch, Honorary Treasurer, Chief Commissioner, Chief Commissioner Designate, Deputy Chief Commissioner, Assistant Chief Commissioners and such other Branch Commissioners as the Committee may from time to time determine shall be *ex officio* members of the Committee.
- 27. The persons other than *ex officio* members of the Committee at the coming into operation of these By-laws shall continue to be members of the Committee but shall retire as provided in these By-laws.
- 28. The Council shall have power from time to time to remove any member of the Committee other than an *ex officio* member and subject to Clauses 25 and 30 to appoint any other person to be a member of the Committee, to fill the vacancy caused by removal or as an addition to the Committee.

Branch AGM 24/11/2006  
Reference to Clause 29 deleted

Branch AGM 24/11/2006 29.  
Entire Clause 29 deleted  
As there is now no age  
range specified

- (a) No person other than an *ex officio* member of the Committee of or over the age of 72 shall be appointed or act as a member of the Committee but nothing in the period commencing on the day on which he attained the age of 72 years and ending at the conclusion of the Annual Ordinary General Meeting of the Council commencing next after that date.
- (b) The office of a member other than an *ex officio* member of the Committee shall become vacant at the conclusion of the Annual Ordinary General Meeting of the Council commencing next after he attains the age of 72
- (c) Any act done by a person as a member of the Committee shall be valid notwithstanding that it is afterwards discovered he was of or over the age of 72 years at the time of his appointment or that his appointment had terminated by virtue of sub-clause (b) of this Clause

**AGM 24 NOVEMBER 2006  
ENTIRE CLAUSE 29 DELETED**

If any such vacancy has not been filled at the Annual Ordinary General Meeting of the Council at which the office became vacant the office may be filled a casual vacancy pursuant to Clause 5 hereof.

30. "No person other than an *ex officio* member of the Committee shall be appointed or elected a member of the Committee unless he is at the time of his appointment or election a lay member of the Council. Provided nevertheless that the Committee shall have power at any time and from time to time to appoint any person other than a Scouter (whether a member of the Council or not) to be a member of the Committee either to fill a casual vacancy or as an addition to the Committee, provided that the total number of members of the Committee exclusive of *ex officio* members shall not exceed the maximum number fixed as above and that any person so appointed shall hold office only until the next following Annual Ordinary General Meeting of the Council, but shall then be eligible for appointment or election to the Council if necessary and re-election to the Committee.

#### PROCEEDINGS OF THE COMMITTEE

31. The Committee may meet together for the despatch of business and adjourn and otherwise regulate its meetings and proceedings as it may think fit and may determine the quorum necessary for transaction of business and notice if any which is to be given of any such meeting. Until otherwise determined seven members of the Committee shall form a quorum.
32. The Committee may elect from its members a Chairman and a Vice-Chairman of its meetings and determine the period for which they respectively are to hold office. The Chairman so appointed shall take the chair at meetings of the Committee, but if he is unable or unwilling to act at any such meeting the Vice-chairman shall take the Chair at that Meeting. If at the time fixed for holding any Meeting neither the Chairman nor the Vice-chairman shall be present or being present shall be unable or unwilling to act the members of the Committee present shall choose one of their number to be Chairman of the Meeting.
33. Questions arising at any Meeting shall be decided by a majority of votes and in case of any equality of votes the Chairman shall have a casting vote.
34. The Committee may delegate any of its powers to sub-committees consisting of two or more members of the Committee. Every such sub-committee shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Committee. Any such sub-committee may with the approval of the Committee appoint any person a member of such sub-committee.
35. The Meetings and proceedings of any such sub-committee shall be governed by the provisions herein contained for regulating the Meeting and proceedings of the Committee so far as the same are applicable thereto and are not superseded by any regulations made by the Committee under the last preceding Clause.

36. All acts done by any Meeting of the Committee or by any sub-committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of all or any of the members be valid as if such member or members had been duly appointed.

#### **VACATION OF OFFICE BY MEMBERS OF THE COUNCIL AND COMMITTEE**

37. (a) The office of a member of the Council shall become vacant—
- (i) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (ii) if by notice in writing to the Branch he resigns;
  - (iii) if the Council by a majority of two thirds of such of its members who shall be present at a Meeting duly convened for the purpose shall resolve that such member shall retire.
- (b) The office of a member of the Committee shall become vacant:
- (i) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (ii) if he is absent from three consecutive Meetings of the Committee without leave and the Committee determines that his office shall become vacant;
  - (iii) if by notice in writing to the Branch he resigns;
  - (iv) if the Committee by a majority of two-thirds of such of its members who shall be present at a Meeting duly convened for the purpose shall resolve that such member shall retire;
  - (v) if his office becomes vacant pursuant to Clause 29.

#### **RETIREMENT OF MEMBERS OF COUNCIL AND COMMITTEE**

38. At each Annual Ordinary General Meeting of the Council those lay members holding office under clause 4(e) who have served terms of office of three years shall retire with the right to seek re-election.
39. At each Annual Ordinary General Meeting of the Council those 4(c), 4(e) and 4(f) who have served terms of office of three years on the committee shall retire therefrom with the right to seek re-election thereto.
40. Subject to Clauses 4, 29 and 30 the Council at any Annual Ordinary General Meeting thereof at which any members of the Council or Committee retire in manner aforesaid may fill up the vacated offices by electing a like number of persons to be members of the Council or Committee (as the case may be).
41. If at any Annual Ordinary Meeting of the Council at which an election of members of the Council or Committee ought to take place the places of the retiring members are not filled the retiring members of the Council or Committee or such of them as have not had their places filled shall if willing continue in office until the Annual Ordinary General Meeting of the Council in the next year and so on and from year to year until their places are filled unless (in case of the Committee) it shall be determined at such Meeting on due notice to reduce the number of the members of the Committee.
42. The Council may from time to time increase or reduce the number of the members of the Committee and may also determine in what rotation such increased or reduced number is to go out of office.
43. A person who is a retiring member of the Committee or who is recommended by the Committee for election shall be eligible for re-election or election to the Committee as the case may be. No other person shall be eligible for election as a member of the Committee unless he is proposed by some member of the Council and he or the member of the Council proposing him has, at least seven clear days before the Meeting left with the General Secretary of the Branch a nomination in writing duly signed by the member of the Council and the candidate.
44. *Ex Officio* members shall not be liable to retirement by rotation or be taken into account in determining the order of retirement.



45. Any election under these By-laws may be on a show of hands or by ballot as the Chairman of the meeting at which such election shall be held may determine

#### APPOINTMENT OF CHIEF COMMISSIONER

46. The Committee shall recommend the appointment of a Chief Commissioner Designate in accordance with these By-laws.

47. To enable it to make such recommendations the Committee shall appoint an Advisory Committee. The Advisory Committee shall comprise such persons and conform to such rules and regulations as the committee may from time to time prescribe.

48. (a) The General Secretary of the Branch shall notify all members of the Council that the Advisory Committee is about to consider a recommendation for the office of Chief Commissioner Designate and shall invite those persons to submit nominations by the method set out in By-law 49."

48. (b) Save as provided in clause 52 and 55 such recommendations shall be made as nearly possible three months prior to the date upon which the person for the time being holding the office of Chief Commissioner is due to relinquish the office. The date upon three months which such recommendation is to be made is hereinafter referred to as "the recommendation date"

Branch AGM 24/11/2006  
Six months changed to  
months

49. (a) Sixty days prior to the recommendation date (or within seven days after the occurrence of the events referred to in By-laws 52 and 55) the General Secretary shall forward to each of the persons referred to in By-law 48 a nomination form in a form and containing such information as the Committee may from time to time require with advice that in order to be valid the form duly completed shall be lodged with the General Secretary by a specified date, with the General Secretary by a specified date, which date shall be not less than fourteen nor more than twenty-one days there-after . "

Branch AGM 24/11/2006  
Changed to wording in particular  
nomination to application

- (b) Any application shall be in the form provided for in sub-clause (a) of this Clause signed by the person submitting the application endorsing upon the application form a statement of his willingness to accept the office.
- (c) The application form duly completed as set out in sub-clause (b) of this Clause shall be forwarded to the General Secretary by the specified date, in a sealed envelope marked on the face thereof "Confidential—Application for the position of Chief Commissioner Designate".
- (d) The Advisory Committee shall consider the names submitted and table the application forms at a Meeting of the Committee, together with its recommendation.
- (e) The Committee shall then determine the person who shall be recommended for approval pursuant to Clause 50. In so doing it shall accept or reject the recommendation of the Advisory Committee. In the event the Committee rejects the recommendation of the Advisory Committee it may decide upon one other of the names submitted, if there be any others; and if it does not so decide shall refer the matter back to the Advisory Committee for further recommendation.
- (f) If any of the members of the Committee is amongst those nominated such member or members shall retire from the Meeting of the Committee during the period the Committee is deliberating upon the matter referred to in sub-clause (e) of this Clause.

Branch AGM 24/11/2006  
application changed  
from nomination

50. The President on behalf of the Committee shall advise the Chief Scout the name of the person recommended by the Committee for appointment as Chief Commissioner Designate immediately following such recommend and shall seek his approval. Upon such approval the person so recommended shall act as Chief Commissioner Designate.

51. The Chief Commissioner Designate, whilst holding the office shall act as a Deputy of the Chief Commissioner, with such powers as the latter may delegate to him and notwithstanding that at the same time there may be another person also acting as Deputy Chief Commissioner.

52. In the event of a vacancy occurring in the office of a Chief Commissioner Designate the procedure referred to in Clauses 47, 48, 49 and 50 shall immediately become operative.

#### **RECOMMENDATION FOR THE APPOINTMENT OF CHIEF COMMISSIONER**

53. Two months prior to the date upon which the person holding office of Chief Commissioner is due to relinquish that office, the President on behalf of the Committee shall submit the name of the Chief Commissioner Designate to the Chief Scout in order that the latter may convey such name to the Chief Scout of Australia as a recommendation for appointment by the Chief Scout of Australia as Chief Commissioner on and from the date upon which the office becomes vacant. If the Chief Scout of Australia accepts such recommendation the Chief Commissioner Designate shall become Chief Commissioner from that date.

54. A Chief Commissioner shall hold office initially for a term of three years but the Committee may, with the concurrence of the person holding the office and subject to the approval of the Chief Scout of Australia extend the term for a period of not more than three years. Any further extension can only be made after the applications have been called and a recommendation made in the manner set out in Clauses 47, 48 and 49 for an appointment as Chief Commissioner Designate.

Branch AGM 24/11/2006  
Change in wordings

#### **CASUAL VACANCIES IN OFFICE OF CHIEF COMMISSIONER**

55. In the event of a vacancy occurring in the office of Chief Commissioner, while he is holding that office, the following procedure shall apply:
- (a) If the vacancy occurs before the appointment of a Chief Commissioner Designate—
- (i) the procedure referred to in Clauses 47, 48 and 49 if not already in operation shall become operative;
  - (ii) the Committee shall appoint a suitable person as Acting Chief Commissioner and he shall act as Chief Commissioner until the appointment of the Chief Commissioner Designate; and
  - (iii) as soon as a recommendation for the appointment of a Chief Commissioner Designate has been made by the Committee the President on behalf of the Committee shall submit a recommendation through the Chief Scout to the Chief Scout of Australia to proceed immediately with the appointment of the Chief Commissioner Designate as the Chief Commissioner; and
- (b) If the vacancy occurs after the appointment of a Chief Commissioner Designate, the latter shall act as Chief Commissioner and the President on behalf of the Committee shall submit the name of the Chief Commissioner Designate to the Chief Scout for appointment by the Chief Scout of Australia as Chief Commissioner.

#### **CHIEF COMMISSIONER—POWER AND DUTIES**

56. (a) The Chief Commissioner is the Chief Executive Scouter of the Branch and (subject to the Royal Charter, the By-laws made there under and the Policy Organisation and Rules promulgated by the National Council under the Charter) is responsible to the Council for all Scout Activities within the Branch.
- (b) The Chief Commissioner shall with the approval of the Committee appoint a Deputy Chief Commissioner and such if any Assistant Chief Commissioners, Branch Commissioners, Assistant Branch Commissioners and Field Commissioners, with such respective duties, as the Chief Commissioner may from time to time determine.

### CHIEF COMMISSIONER'S POWER TO DELEGATE

57. During the absence of the Chief Commissioner for Victoria or his temporary inability from any other cause to carry out his duties of Chief Commissioner the Committee with the approval of the Chief Scout and of the Chief Commissioner if he is within Victoria and able to act may appoint the Deputy Chief Commissioner or failing him another Commissioner to act as his delegate for such period as he shall specify.

### HONORARY TREASURER

58. The Honorary Treasurer shall be appointed in accordance with Clause 14 and his duties shall be determined by the Committee.

### GENERAL SECRETARY

59. The Committee shall appoint a General Secretary and may from time to time where the General Secretaryship is vacant or the General Secretary is unable to act appoint an Acting General Secretary who shall for the purpose of the Act and these By-laws be deemed the General Secretary.

### SEAL

60. The General Secretary shall provide for the safe custody of the Common Seal of the Branch and it shall not be used except pursuant to a resolution of the Committee and every instrument to which the Seal is affixed shall be signed by two members of the Committee and shall be countersigned by the General Secretary or some other person appointed by the Committee for the purpose.

### ACCOUNTS

61. The Committee shall cause true accounts to be kept of the income and expenditure of the Branch and the matters in respect of which such income and expenditure take place and of the assets, liabilities and funds of the Branch.
62. At the Annual Ordinary General Meeting of the Council in every year the Committee shall lay before the Council an income and expenditure account and balance sheet made up to the year ending date of the year being reviewed at that meeting and duly audited by an Auditor or Auditors appointed in accordance with these By-laws.

*By-Laws 14.16 and 62 As from the Annual General Meeting held on 5 August 1994 The General Secretary shall, at least 14 days before the Annual Ordinary General Meeting of the Council, send to each eligible person (member of the Council), a copy of each document, a copy of which Clause 62 requires to be laid before the meeting.*

63. The Committee shall lay before every meeting of the Branch a report on the state and condition of the Branch and the progress of its work.

### AUDIT

64. An Auditor or Auditors shall be appointed by the Council and the remuneration of such Auditor or Auditors shall be fixed by the Committee
65. It shall be the duty of every officer and servant of the Branch to give to the Auditor or Auditors such information and explanation as may reasonably be required.

**INDEMNITY**

- 66 Every member of the Council or the Committee or of its sub- committees and other officer or servant of the Branch shall be indemnified and kept indemnified by the Branch from and against all costs and losses for which he may become liable by reason of any act or thing reasonably done by him in the discharge of his duty and any paid officer or servant shall similarly be indemnified from and against any costs losses or expenses which he may reasonably incur or become liable to by reason of any act or thing reasonably done by him in the discharge of any duty performed for and with the authority of the Committee

**REGISTER OF MEMBERS OF COUNCIL AND COMMITTEE**

67. The General Secretary shall keep and maintain a Register of Members of the Council and Members of the committee in which shall be entered the full names and addresses and dates of elections of every member and such other details as the Committee may from time to time determine

**NOTES**

68. Any notice sent by post shall be deemed to have been served on the third working day following that on which the envelope or wrapper containing the same is posted and improving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed prepaid and posted.

**ALTERATION OF BY-LAWS**

69. These By-laws or any of them may at any time and from time to time (subject to the provisions of the Act) be added to, abrogated or varied by a resolution passed by a majority of not less than two-thirds of the members of the Council present and voting at a meeting of the Council duly convened for the purposes.
- 13 (1) The *Boy Scouts Association Act 1932* shall hereinafter be known and cited as the *Scout Association Act 1932*.
- (2) In section 1 of the Principal Act for the expression "*Boy Scout Association Act 1932*" there shall be substituted the expression "*Scout Association Act 1932*".
- (3) Any reference in any other Act or in any proclamation, appointment, Order in Council order, rule, regulations, legal proceedings, instrument, document or writing of any kind whatsoever to the *Boy Scouts Association Act 1932* shall be deemed and taken to refer to the *Scout Association Act 1932*.

By Authority F D Atkinson Government Primer Melbourne