

**THE GUIDE ASSOCIATION
ROYAL CHARTER AND BYE-LAWS**

Note: The Charter presented below derives from the original Charter granted on 14 December 1922 as amended by Supplemental Charters dated 26 October 1949, 27 April 1960 and 4 September 1981 and as amended by Orders in Council dated 20 July 1993, 16 December 1993, 10 July 2013 and 30 March 2015.

THE ROYAL CHARTER

GEORGE THE FIFTH, BY THE GRACE OF GOD,

OF THE UNITED KINGDOM OF GREAT BRITAIN AND IRELAND, AND OF THE BRITISH DOMINIONS BEYOND THE SEAS, KING, DEFENDER OF THE FAITH. TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS it has been represented to Us

- (i) That the Organisation known as The Girl Guides was in the year 1915 registered under the Companies Acts 1908 and 1913 as an Association not for profit under the Title “The Girl Guides Incorporated” (the word “Limited” being omitted by License of the Board of Trade) for the purpose of promoting the instruction of girls of all classes in the principles of discipline loyalty and good citizenship.
- (ii) That the said Association (hereinafter sometimes called “the existing Association”) has branches throughout our Dominions and is governed by a Council and has its affairs managed and regulated by an Executive Committee appointed by the said Council. And that the branch of the said Association in Our Dominion of Canada is governed by a Council incorporated by an Act of the said Dominion (7 & 8 George V. Cap. 77) under the name “The Canadian Council of the Girl Guides Association”.
- (iii) That the said Association is possessed of stocks of literature and equipment useful for its purpose and also certain investments and sums of money derived from the sale of such literature and equipment and from voluntary subscriptions.
- (iv) That the said Association is possessed of certain lease-hold offices at 25 and 27 Buckingham Palace Road and also at 76 Victoria Street both in the County of London but save as aforesaid is possessed of no freehold or leasehold property.
- (v) That it will greatly promote and facilitate the work of the said Association if the Members thereof are incorporated by this Our Charter and the assets thereof transferred to the Corporate body intended to be hereby constituted (hereinafter referred to as “the New Association”) and that it will be expedient that the New Association when so incorporated shall have such powers and be subject to such conditions as are hereinafter contained.
- (vi) That a draft of Bye-Laws for the management of the affairs of the New Association has been submitted to and approved by a specially convened meeting of the said Council of the existing Association and a copy of such draft has for the purposes of identification been signed by Sir Robert Stephenson Smyth Baden-Powell Bart., K.C.B., K.C.V.O., the Chairman of the said Council.
- (vii) That it has been resolved at a specially convened meeting of the said Council that if and when this Our Charter shall have been granted the assets of every description belonging to or held in Trust for the existing Association or for its use in the furtherance of any of its objects shall be transferred to and vested in the New Association and the existing Association be thereafter dissolved subject nevertheless to the New Association out of such assets defraying and providing for all debts and liabilities if any then incurred by or on behalf of the existing Association to the

discharge of which the said assets may at the moment of such transfer and vesting be applicable and defraying also the costs of the said dissolution.

AND WHEREAS Sir Robert Stephenson Smyth Baden-Powell, Bart., K.C.B., K.C.V.O., Lady Baden-Powell, Agnes Baden-Powell, Syrie L. Barnardo, Eileen Mabel Beaumont-Nesbitt, Alice Muriel Behrens, Millicent Olivia Burges, Lady Clinton, Percy Winn Everett, Dame Katharine Furse, G.B.E., Dame Alice Mary Godman, D.B.E., Dame Helen Charlotte Isabella Gwynne-Vaughan, D.B.E., Dorothy Rudyerd-Helpman, Caroline Jessie Lumley Holland, May Capron Hollist, The Hon. Rachel Beatrice Kay-Shuttleworth, Rose Margaret Kerr, the Hon. Lady Lawson Johnston, The Lady Isabel Hampden Margesson, Elsie Micholls, Sir Cecil Ernest Moon, Bart., The Hon. Valerie Arabella Keppel North, Gladys Isabelle Janson Potts, Mary Catherine Royden, Lady Swaythling, Lady Beatrix Wilkinson, Muriel Harriet Fitzherbert Wright, Lady Wright, all of whom are Members of the said Council on behalf of themselves and all other Members of the said Council and of the existing Association have humbly besought Us to grant this Our Charter.

NOW, THEREFORE, KNOW YE that We being always ready to give Our Royal countenance and encouragement to all useful and charitable works do of Our special grace certain knowledge and mere motion by these Presents for Us our Heirs and Successors give grant and ordain that Sir Robert Stephenson Smyth Baden-Powell, Bart., K.C.B., K.C.V.O., Lady Baden-Powell, Agnes Baden-Powell, Syrie L. Barnardo, Eileen Mabel Beaumont-Nesbitt, Alice Muriel Behrens, Millicent Olivia Burges, Lady Clinton, Percy Winn Everett, Dame Katharine Furse, G.B.E., Dame Alice Mary Godman, D.B.E., Dame Helen Charlotte Isabella Gwynne-Vaughan, D.B.E., Dorothy Rudyerd-Helpman, Caroline Jessie Lumley Holland, May Capron Hollist, The Hon. Rachel Beatrice Kay-Shuttleworth, Rose Margaret Kerr, the Hon. Lady Lawson Johnston, The Lady Isabel Hampden Margesson, Elsie Micholls, Sir Cecil Ernest Moon, Bart., The Hon. Valerie Arabella Keppel North, Gladys Isabelle Janson Potts, Mary Catherine Royden, Lady Swaythling, Lady Beatrix Wilkinson, Muriel Harriet Fitzherbert Wright, Lady Wright, and all other persons who are now Members of the Council of the existing Association or shall in accordance with the rules of the New Association hereby incorporated become Members of the Council thereof shall be one body corporate and politic by the name of "The Guide Association" for the primary object of educating girls and young women to help them develop emotionally, mentally, physically and spiritually so that they can make a positive contribution to their community and the wider world, and by that name shall and may sue and be sued plead and be impleaded in all Courts whether of Law or Equity either in Our United Kingdom of Great Britain and Ireland or in Our Colonies or Dependencies and shall have perpetual succession and a common seal which may be changed or varied by it as its pleasure PROVIDED ALWAYS that the said Association hereby incorporated may with the approval of a specially convened meeting of the Council thereof and with the approval of the Lords of our Privy Council from time to time hereafter change its name but no change in the name of the said Association so made shall affect any right or obligations of the said Association or render defective any legal proceedings instituted by or against the said Association and any legal proceedings may be continued or commenced against the said Association by its new name that might have been continued or commenced against the said Association by its former name.

AND WE DO HEREBY FURTHER GRANT AND ORDAIN that the said Association hereby incorporated shall have and may exercise all or any of the Powers hereinafter mentioned and shall be entitled to the benefit of and be subject to the provisions hereinafter contained and such provisions shall have effect accordingly.

1. In this Charter unless the context otherwise required:

“The Association” shall mean The Guide Association, being the body corporate created and constituted by this Our Charter.

“The Bye-Laws” shall mean the Bye-Laws of the Association for the time being in force under or by virtue of this Charter.

“The Patron” “The President” “The Council” and “The Chairman of the Council” shall mean respectively the Patron of the Association, The President of the Association, the Council of the Association, and the Chairman of the Council for the time being in accordance with this Charter or the Bye-Laws.

“The Board of Trustees” shall mean the Board of Trustees for the time being appointed under or in accordance with the Bye-Laws or such number of the Trustees as under the Bye-Laws shall for the time being be entitled to act for such Board of Trustees.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.

2. The Association shall have power:

- (i) To acquire take over and accept from the existing Association known as “The Girl Guides Incorporated” all the stocks funds securities and other assets of every description now belonging to the existing Association or held in Trust for or for the use of the same and to undertake execute and perform any trust or conditions affecting any of such assets and to defray or provide for any debts or liabilities in discharge of which the said assets or any of them shall at the moment of such acquisition be applicable and to pay the costs of the dissolution or liquidation thereof and to give any Trustees or Trustee Liquidators or Liquidator in whom any such stocks funds securities or other assets may be vested a valid receipt discharge and indemnity for and in respect of the transfer and handing over of the same to the Association.
- (ii) To purchase take on lease or hire or otherwise acquire and hold any lands buildings easements or hereditaments of any tenure patents patent rights trade marks and any other real or personal property and to construct provide maintain repair and alter any buildings works stores plant and things which may from time to time be deemed requisite whether within the Commonwealth or elsewhere for any of the purposes of the Association.
- (iii) To form Councils, Committees and local Branches in all parts of the Commonwealth and elsewhere and to take over and continue as Councils, Committees and local Branches of the Association any Councils, Committees and local Branches of the said existing Association: and as to Our Dominion of Canada to make such arrangements in that behalf as may be thought fit with the Canadian Council of The Girl Guides Association Incorporated by the Act of the said Dominion 7 & 8 George V. Cap. 77. Provided always that the powers by this Charter Conferred on the Association shall not without the Consent of the said Canadian Council infringe restrict or otherwise interfere with the powers or any of them conferred by the said Act on the said Canadian Council within Our Dominion of Canada.

- (iv) 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 which may seem necessary for providing and maintaining an efficient organisation for the purposes of the Association.
- (v) To form bodies of Guides and to enrol as members or officers thereof persons of all ages and classes with or without charge and deal in equipment of all kinds for their use and to procure them to be instructed in Girlguiding programmes and to provide classes lectures and entertainments for their benefit and to establish and to provide badges certificates and other rewards of merit to be competed for or awarded to them. Provided that every Guide shall be left entirely free to obtain her equipment and every part thereof (whether of an official pattern or not) other than badges and decorations from any person firm or corporation willing to supply the same and shall not be required to obtain such equipment or any part thereof from the Association.
- (vi) To assist past or present Guides in establishing themselves in life and to form contribute to and administer special funds for that purpose.
- (vii) To receive and accept donations endowments and gifts of money lands hereditaments stocks funds shares securities and any other assets whatsoever and either 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 undertaking 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 but so that any powers conferred by this paragraph shall be subject as regards the United Kingdom to the proviso contained in the last paragraph of this clause.
- (viii) To borrow or raise money with or without security for any of the purposes of the Association.
- (ix) To make and carry out any arrangement 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 Association.
- (x) To undertake execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Association.
- (xi) To enter into any arrangements with any educational authorities or any Department of Our Government of the United Kingdom of Great Britain and Northern Ireland or of the Government of any other part of the Commonwealth.
- (xii) To apply for and exercise any powers obtained under any Supplemental Charter or Act of Parliament including any Act of a Commonwealth, Federal or Provincial Parliament which may be deemed expedient for any purposes of the Association.
- (xiii) To accumulate sell improve manage develop exchange lease mortgage or otherwise dispose of or deal with or turn to account all or any property or rights of the Association. Provided that no disposition of any real or leasehold property situate in

the United Kingdom shall be made without such consent or approval as may be by law required therefor.

- (xiv) To invest the Association's money not immediately required for its objects in or upon any investments, securities or property and to arrange for investments and other property of the Association to be held in the name of a nominee or nominees and pay any reasonable fee required.
- (xv) To grant continue and pay such salaries pensions gratuities or other sums in recognition of services (whether rendered before or after the granting of this Charter) as may from time to time be sanctioned by the Board of Trustees.
- (xvi) 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 said powers.
- (xvii) Provided always that no portion of the income or property of the Association whencesoever derived shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Association, but this prohibition shall not prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association in return for any services actually rendered to the Association or prevent the payment of interest at a rate not exceeding 1 per cent above current bank rate per annum on money lent or reasonable and proper rent for premises demised or let by any Member of the Association.

3.

- (i) The Council shall appoint a President of the Association and shall be at liberty to appoint a Patron or Patrons and to make such other Honorary appointments as they shall from time to time think fit including the appointment of Vice Presidents.
- (ii) The Council of the Association shall consist of the number of members as prescribed by the Bye-Laws but the number of such members shall be not less than fifty or greater than 225 and they shall be appointed, nominated or elected as prescribed in the Bye-Laws.
- (iii) The Board of Trustees shall be appointed in such manner and with such powers and duties as may be prescribed by or in accordance with the Bye-Laws.

4. An Annual General Meeting of the Council shall be held once in every year after the year in which the Association is incorporated at such time and place as shall be prescribed by or in accordance with the Bye-Laws and the Board of Trustees shall lay before such Annual General Meeting such Accounts and make such reports as may from time to time be prescribed by the Bye-Laws.

5. An Extraordinary Meeting of the Council may be called at any time by the Board of Trustees or by the Chairman of the Council.

6. The Accounts to be submitted to an Annual General Meeting of the Council shall be audited by Auditors who shall be members of the Institute of Chartered Accountants

or of such other Association as for the time being shall in the opinion of the Board of Trustees represent that Institute.

- 7.** The Council may revoke, amend or add to the provisions of this Our Charter and any Supplemental Charters by resolution passed at a meeting of the Council duly convened for that purpose by not less than two-thirds of the members of the Council present and entitled to vote. Such proper notice of the meeting shall be given as shall from time to time be prescribed by the Bye-Laws and shall specify the terms of the proposed revocation, amendment or addition. Such revocation, amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter and any Supplemental Charters shall thenceforth continue and operate as though they had been originally granted as so revoked, amended or added to in manner aforesaid: Provided that no revocation, amendment or addition shall be made which would cause the Association to cease to be charitable at law. This Article shall apply to this Our Charter and any Supplemental Charters as revoked, amended or added to in manner aforesaid.
- 8.** The affairs of the Association shall be managed and regulated in accordance with the Bye-Laws in the terms of the said draft Bye-Laws so approved by the Council of the said existing Association as aforesaid or with such other Bye-Laws as may for the time being be in force under or by virtue of the succeeding provisions of this Clause. Any of the Bye-Laws may from time to time be altered added to or replaced by the Council and any new Bye-Laws may from time to time be made in the like manner. Provided that no new Bye-Law and no alteration of or addition to any of the Bye-Laws shall have any force or effect if it be repugnant to any of the provisions of this Charter or to the Laws of our Realm nor until it shall have been approved by the Lords of our Privy Council of which approval a Certificate under the hand of the Clerk of the Council shall be conclusive evidence.
- 9.** And We do hereby further declare that when the Association shall cease to be an Association for the purposes aforesaid and the affairs thereof shall have been completely wound up and its debts and obligations fully discharged this Our Charter shall be absolutely void.
- 10.** And We for Ourselves Our Heirs and Successors grant and declare that this Charter and the enrolment thereof shall be in all things valid and effectual in the law according to the true intent and meaning of the same and shall be recognised as valid and effectual by all Our Courts and Judges in Our Dominions and by all other officers persons and bodies politic and corporate whom it doth concern and that the same shall be construed in the most favourable and beneficial sense and for the best advantage of the Association as well as in all Our several Courts of Record in Our Dominions as elsewhere notwithstanding any non-recital or mis-recital uncertainty or imperfection in this Charter.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster, the fourteenth day of December in the year of our Lord 1922 and in the thirteenth year of Our Reign.

BY WARRANT under the King's Sign Manual.
(Sgd.) SCHUSTER

BYE-LAWS

Amendments to the original Bye-Laws, which were contained in the Schedule to the Royal Charter, were approved by the Privy Council on 30 November 1931, 7 November 1949, 5 September 1951 and 14 August 1952. New Bye-Laws were contained in the Schedule to the Supplemental Royal Charter dated 27 April 1960 and amended on 21 July 1966, 11 September 1968, 21 January 1971, 30 August 1974, 31 July 1981, 20 July 1993, 4 November 1996, 25 May 1999, 24 September 1999, 17 May 2001, 17 July 2002, 13 May 2011, 26 January 2012 and 10 July 2013. The current version of the Bye-Laws were approved by the Privy Council by Order on 30 March 2015 and amended on 14 February 2018.

PRELIMINARY

1. The provisions of the Royal Charter incorporating the Association (hereinafter called “the Charter”) as amended shall be strictly observed and in the event of any inconsistency between the provisions of the Charter and the provisions of these Bye-Laws the provisions of the Charter shall prevail.
2. In these Bye-Laws words and expressions which are defined by the Charter shall have the meaning so defined unless the context otherwise requires and words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations. The headings are inserted for ease of reference only and form no part of the Bye-Laws.

THE COUNCIL

3. Constitution of the Council

Subject to any transitional provisions approved by Council, the Council shall consist of the following persons:

(1) **Ex-officio non voting members of Council:**

- The President
- The Vice Presidents who shall each serve for a period of ten years from the date of being appointed a Vice President

(2) **Ex-officio voting members of Council:**

- The Chief Guide
- The Chair of the Board
- The Deputy Chief Guide
- The Treasurer
- The Chief Commissioners for the Countries and Regions of the United Kingdom
- The Commissioner for British Girlguiding Overseas

- The International Commissioner
- The Branches Advisor
- The Chair of the Trefoil Guild (or her Alternate).

(3) Elected and Appointed Voting members of Council

- (a) Four members nominated and elected in each of the Countries and Regions of the United Kingdom, who must be 14 years or older when starting their term in office. Up to 50% of the elected members of Council should be in the senior section age-group.
- (b) One member nominated and elected by British Girlguiding Overseas (BGO).
- (c) Up to nine members appointed for a term of three years by the Nominations and Governance Committee (set up in accordance with Bye-Law 9(4)) following an open application process who for the avoidance of doubt need not be a part of Girlguiding but must be aged 18 or above at the start of their term in office.

4. Elections by Countries, Regions and BGO

- (1) BGO and each Country and Region shall follow an election process approved by the Council. The full name, address and age of a person or persons elected under Bye-Law 3(3)(a) or 3(3)(b) shall be notified to the Association at its Headquarters at least eight weeks before the date of the Annual General Meeting of the Council at which the election is being reported.
- (2) The names of those elected and appointed shall be reported at the Annual General Meeting.

5. Eligibility and Term of Office of Elected and Appointed Members of Council

- (1) Except for the Chief Guide, the Chair of the Board, the Deputy Chief Guide and the Treasurer, no voting member of Council may remain on Council if they become a Trustee. No member of Council may be a paid employee of the Association or have paid employment in any other part of Girlguiding.
- (2) A Council member elected or appointed under Bye-Law 3(3) shall serve initially for one term of three years. She shall then be eligible for immediate re-election or re-appointment for a second term of three years and thereafter shall be ineligible for election or appointment under Bye-law 3(3) until a further three years have elapsed.
- (3) For the purposes of Bye-Law 5(2):
 - a. A term of office dates from the day of the Annual General Meeting of the Council at which the election or appointment is announced; and

- b. A term of office ends on the day prior to the fourth Annual General Meeting of the Council held after the Annual General Meeting at which the member's election or appointment was announced.

6. Vacancies

- (1) In the event of a member elected by a Country or Region failing to complete the full term of office the vacancy for the unexpired part of the term shall be filled at the next Country or Region election held in accordance with Bye-Law 4 by the nominee in the appropriate Country or Region who has the highest number of votes after other vacancies have been filled.
- (2) Any member elected under Bye-Law 6(1) to fill a vacancy shall thereafter be eligible for appointment or election for two terms each of three years subject to and in accordance with Bye-Law 3(3).

7. Meetings of the Council

- (1) The Council shall hold an Annual General Meeting once in each calendar year at such time and place as shall be decided by the Board of Trustees.
- (2) Extraordinary meetings of the Council shall be convened by the Secretary when so directed by the Chairman of the Council or by the Board of Trustees.
- (3) Twenty-one days' notice of every meeting of the Council, exclusive of the day on which the notice is given but inclusive of the day for which the meeting is called, shall be given in accordance with Bye-Law 19 to every member of the Council who has communicated an address to the Association for the purpose of having notices sent to her. The notice shall specify the place, day and hour of the meeting and the general nature of the business to be transacted. For the avoidance of doubt, notice of the Annual General Meeting shall also be sent to individuals whose appointment is to be announced at the Annual General Meeting, but need not be sent to those members retiring prior to the Annual General Meeting in accordance with Bye-law 5(3).
- (4) It shall not in any case be necessary to send any notice of a meeting or adjourned meeting to a member of the Council who has not so communicated her postal or email address for that purpose.
- (5) The accidental omission to give notice of a meeting or adjourned meeting of the Council to any member thereof entitled to receive notice shall not invalidate anything done at such meeting. No objection may be raised to the qualification of any person voting at a meeting except at the meeting where the vote is tendered, the objection shall be referred to the chair whose decision shall be final and any vote tendered that is not disallowed at the meeting shall be valid.

- (6) The business to be transacted at meetings of the Council shall be as follows:
- (a) **The Annual General Meeting**
 - Receipt of the Annual Report of the Board of Trustees and of the account and balance sheet under Bye-Law 8(3).
 - Any other matter specified in the Agenda of the meeting.
 - (b) **Extraordinary Meetings**

All matters specified in the Agenda of the meeting.
- (7) **Chair**
- The President shall be the Chairman of the Council and in her absence the Chief Guide shall take the chair. If both the President and Chief Guide are absent the Deputy Chief Guide and in her absence the Chair of the Board shall take the chair. If all office holders referred to in this Bye-Law are absent then the members present shall choose one of their number to take the chair.
- (8) **Quorum**
- (a) One quarter of the voting membership of the Council present in person shall constitute a quorum.
 - (b) If within half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the first day other than a Sunday or national Public Holiday more than 21 days after the adjournment.
 - (c) Notice of the time and place of the adjourned meeting shall be given in accordance with Bye-Law 19 and subject to Bye-Laws 7(4) and 7(5) to each member of the Council not less than ten days before the date of the adjourned meeting.
 - (d) 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.
- (9) **Adjournment of Meetings**
- The chair of the meeting may with the consent of the meeting adjourn it from time to time and place to place.
- (10) **Voting**
- (a) Subject to Bye-Laws 7(10)(c) and (d) every voting member personally present shall have one vote. A member holding more than one voting appointment shall be entitled to one vote only.

- (b) Every question submitted to a meeting shall be decided by a show of hands unless the chair shall determine that it shall be decided by ballot and such decision shall be final and binding on all members.
- (c) In case of an equality of votes on such questions the chair shall have a second or casting vote, whether or not they are a non-voting member of the Council.
- (d) A voting member unable to be present may appoint another member to vote for her by proxy in any ballot. In addition to her personal vote the holder of a proxy shall have all rights of voting by ballot (but not otherwise) that could have been exercised by the member or members for whom she is proxy. The proxy shall be in writing and shall be in such form as the Board of Trustees shall from time to time determine.
- (e) At any meeting a declaration by the chair 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 minutes of the meeting 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.

(11) Attendance and speaking at meetings of the Council

- (a) A person attends a meeting of the Council if their circumstances are such that if that person has rights to speak and vote at that meeting, they are able to exercise them.
- (b) A person is able to exercise the right to speak at a meeting of the Council when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (c) A person is able to exercise the right to vote at a meeting of the Council when:
 - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (d) The Board of Trustees may, but is not obliged to, make arrangements for persons to attend a meeting of the Council by televisual or other electronic or virtual means provided that all attendants may securely identify themselves, hear the proceedings and exercise any rights to speak and vote.
- (e) Anyone attending a meeting of the Council in accordance with Bye-Law 7(11)(d) shall be deemed to be present in person for the purposes

of the Charter and Bye-Laws. It is immaterial whether a person attending is in the same place as another person.

THE BOARD OF TRUSTEES

8. Management by the Board of Trustees

- (1) The management of the business of the Association shall be vested in the Board of Trustees which in addition to the powers and authorities by these Bye-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 Association and are not by the Charter or by these Bye-Laws expressly directed or required to be exercised or done by the Council but subject nevertheless to the provisions of the Charter and of these Bye-Laws and to any regulations from time to time made by the Council. No regulation so made shall invalidate any prior act of the Board of Trustees which would have been valid if such regulation had not been made.
- (2) Without prejudice to the general powers conferred in Bye-Law 8(1) or any other powers conferred by these Bye-Laws it is hereby expressly declared that the Board of Trustees shall have power:
 - (a) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as the Board of Trustees thinks fit.
 - (b) To appoint for permanent, temporary or special services and at the Board of Trustees' discretion to remove or suspend, such employees, consultants and agents as may from time to time be thought fit and to determine their powers and duties and salaries, fees, retainers or other emoluments.
 - (c) To appoint and establish such Councils, Committees or local Branches for the management of the Association's affairs in any particular part of the United Kingdom or elsewhere as may be thought fit and to delegate to any such Councils, Committees or local Branches or to any individual member or members of the Committee all or any of the powers of the Committee with or without power to sub-delegate, fill vacancies and act notwithstanding vacancies in any such Committee.
 - (d) To make, vary and repeal orders and rules for the regulation of the affairs of the Association or of some or all of the bodies of Guides for the time being governed by the Association.
- (3) It shall be the duty of the Board of Trustees to lay before the Council at the Annual General Meeting of the Council each year an account and balance sheet in accordance with Bye-Law 17(2) and a report on the state and condition of the Association and the progress of its work.

9. Constitution of the Board of Trustees

(1) The Board of Trustees

There shall be a minimum of ten and a maximum of fifteen Trustees. The members of the Board of Trustees shall be as follows:

- (a) The Chief Guide;
- (b) The Deputy Chief Guide;
- (c) The Chair of the Board; and
- (d) Up to twelve individuals appointed by the Board of Trustees including if appropriate a Treasurer;

provided that at least 20% of the Trustees shall be people who are independent of the Association and the Girlguiding movement (as defined by the Board of Trustees).

(2) Eligibility for Trustees

A Trustee must have reached the age of 18 and no Trustee may be an employee of the Association or have been an employee of the Association or have had paid employment in any part of Girlguiding in the two years prior to her appointment.

(3) Terms in office for Trustees

Trustees, with the exception of the Chief Guide, Deputy Chief Guide and Chair of the Board, shall be appointed for a term of up to three years and may be reappointed for a second term of up to three years. No Trustee may be reappointed after serving for a second term, unless the Board of Trustees agree that there are exceptional circumstances which justify that Trustee being reappointed for a third and final term of up to three years.

(4) Nominations and Governance Committee

A Nominations and Governance Committee shall be appointed by the Board of Trustees with responsibility for the selection of Trustees appointed in accordance with Bye-Law 9(1)(d). The recommendations of the Nominations and Governance Committee in relation to the appointment of such Trustees shall be ratified by the Board of Trustees. The Chair of the Board shall chair the Nominations and Governance Committee but may nominate another Trustee to chair meetings in her absence.

- (5) If the number of Trustees falls below the minimum number of Trustees required by the Bye-Laws and there are no Trustees capable or willing to act to appoint further Trustees then the Council may resolve to appoint Trustees to fill the vacancies.

10. Proceedings of the Board of Trustees

(1) Meetings and Quorum

The Board of Trustees may meet for the despatch of business and adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business and the notice if any which is to be given of any such meeting. Until otherwise determined by the Board of Trustees five Trustees participating shall constitute a quorum. If the number of Trustees is less than the minimum required by the Bye-Laws then the Trustees may still hold a meeting to appoint additional Trustees.

(2) Voting

Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair of the meeting shall have a second or casting vote.

(3) Chair of the Board

- (a) The Trustees shall appoint a Chair of the Board, but may at their discretion delegate this to the Nominations and Governance Committee.
- (b) The Chair of the Board shall be appointed for a term of up to three years and may be reappointed for one further term of up to three years. Any time served as a Trustee prior to her appointment as Chair of the Board shall not be included in calculating her term of office as Chair of the Board.
- (c) The Chair of the Board shall chair meetings of the Board of Trustees. In the absence of the Chair (and Vice Chair if appointed from amongst the Trustees by the Chair) the Trustees present shall choose one of their number to take the chair.

(4) Written Resolutions

A written resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Board of Trustees and approved by at least a simple majority of the Board is as valid as a resolution passed at a meeting of the Board and for this purpose:

- (a) the Board shall have 28 days to respond and if sufficient responses have not been received the resolution lapses; and
- (b) the written resolution may be contained in more than one document and will be treated as passed on the date of the last required signature.

For the avoidance of doubt a written resolution may be circulated and approved by electronic means including email.

(5) **Remote Attendance at Trustee Meetings**

The Trustees participate in a meeting, or part of a meeting, when:

- (a) the meeting has been called in accordance with the Bye-Laws; and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

In determining whether Trustees are participating in a meeting, it is irrelevant where any Trustee is or how they communicate with each other. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. Exercise of Powers

- (1) The Board of Trustees may appoint sub-committees consisting of two or more Trustees or of persons who are not Trustees.
- (2) The Board of Trustees may delegate any of its powers to an individual member or members of the Board of Trustees or to a sub-committee.
- (3) Each such member or sub-committee shall in the exercise of the powers so delegated conform to any regulation that may from time to time be imposed upon such Trustee or sub-committee by the Board of Trustees.
- (4) The meetings and proceedings of any sub-committee appointed under Bye-Law 11(1) shall be governed by the provisions contained in the Bye-Law for regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable thereto and are not superseded by any regulations made by the Board of Trustees under Bye-Law 11(3).
- (5) All acts done by any meeting of the Board of Trustees 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 of the Board of Trustees or of such sub-committee be as valid as if every such member had been duly appointed.
- (6) The members for the time being of the Board of Trustees or any sub-committee may act notwithstanding any vacancies in its membership.

CESSATION OF MEMBERSHIP OF THE COUNCIL AND OF THE BOARD OF TRUSTEES

12. Cessation of Membership of the Council and of the Board of Trustees

(1) **Cessation of Membership of Council**

Any member of the Council shall vacate office and cease to be such a member:

- (a) If she becomes incapable by reason of mental disorder;

- (b) If she resigns by notice in writing to the Association at its Headquarters;
- (c) If she ceases to hold the office or to possess the necessary qualification in virtue of which in either case she became such a member;
- (d) If in the opinion of the Board of Trustees she brings the Association or the Girlguiding movement into disrepute through her words or actions and the Board of Trustees resolve she be removed from Council;
- (e) If the Council by a majority of two-thirds of those present and entitled to vote at a meeting duly convened for that purpose resolve that such member shall retire.

(2) **Cessation of Membership Board of Trustees**

Any member of the Board of Trustees shall vacate office and cease to be such a Trustee if:

- (a) she is disqualified under the Charities Act 2011 or any other legislation from acting as a trustee of a charity;
- (b) a bankruptcy order is made against her, or an order is made against her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- (c) the Trustees reasonably believe she has become physically or mentally incapable of managing her own affairs and they resolve that she be removed from office;
- (d) she resigns by notice in writing to the Association at its Headquarters (but only if at least three Trustees will remain in office when such resignation has taken effect);
- (e) in the opinion of the Board of Trustees she brings the Association or the Girlguiding movement into disrepute through her words or actions and the Trustees resolve she be removed from the Board;
- (f) in the case of the Chief Guide and Deputy Chief Guide, she ceases to hold the office;
- (g) except in the case of the Chief Guide and Deputy Chief Guide, the Board of Trustees by a majority of two-thirds of those present and entitled to vote at a meeting duly convened for that purpose resolve that such Trustee shall step down (but only if at least three Trustees will remain in office when such retirement has taken effect); or
- (h) the Board of Trustees resolves that she is in breach of the Code of Conduct for Trustees of the Association (as amended from time to time) and resolves that she be removed from the Board.

APPOINTMENTS

13. Officers

The Council shall from time to time participate in the process for appointing a person to each of the offices of Chief Guide and Deputy Chief Guide. The appointment of the Chief Guide shall be undertaken in accordance with regulations proposed by the Trustees and approved by the Council.

14. Secretary

The Board of Trustees shall appoint a Secretary to act as Secretary of the Board of Trustees and of the Council and may from time to time appoint a temporary substitute for the Secretary who shall for the purposes of these Bye-Laws be deemed to be the Secretary.

15. Senior Salaried Staff

The Board of Trustees may appoint a chief executive of the Association.

ADMINISTRATION

16. Seal

The Board of Trustees shall provide for the safe custody of the Common Seal of the Association which shall only be used on the authority of the Board of Trustees previously given and in the presence of at least two Trustees who shall sign the instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Board of Trustees for that purpose.

17. Accounts

- (1) The Board of Trustees shall cause true accounts to be kept of the receipts and expenditure of the Association and the matters in respect of which such receipt and expenditure takes place and of the assets, credits and liabilities of the Association.
- (2) At the Annual General Meeting of the Council in every year the Board of Trustees shall lay before the Council an account and balance sheet made up to a date not more than six calendar months before the meeting and audited as required by the Charter.

18. Audit

- (1) The Auditors shall be appointed and their remuneration shall be fixed by the Board of Trustees subject to the provisions of the Charter.
- (2) It shall be the duty of every officer and servant of the Association to give to the Auditors such information and explanation as they may require.

19. Notices

- (1) All notices and other documents required by the Charter or these Bye-Laws to be given or sent may be given personally or by sending the same by post to the registered address of the Council member or by email or such other suitable means as the Board of Trustees may prescribe.
- (2) A Council member shall receive notice by email or by hand unless they have requested in writing to receive notice by post.
- (3) Where a document or information is required by the Charter or Bye-Laws to be sent or supplied by the Association to a Council member with any notice then it may be sent or supplied by making it available on a website, provided that a Council member has the right in each case to ask the Association to send the document or information in hard copy form by post.
- (4) Any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- (5) Any such notice, voting paper, circular or other document sent through the post to the registered address of any Council member or Trustee shall have been deemed to have been served on the intended recipient on the third day after the day it is posted if sent by first class post and on the fifth day after posting if sent by second class post, and in proving such service it shall be sufficient to prove that such notice, voting paper or circular was properly addressed and posted. Any such notice, voting paper, circular or other document sent by email shall be deemed served on the date after transmission and in proving service it shall be sufficient to prove that the document was transmitted by the Association's email server and was addressed to an email address provided by the intended recipient to the Association for the receipt of notices.

20. Indemnity

The Association shall indemnify the following persons against all costs, expenses or loss for which they may become liable by reason only of such acts or things done by them as hereunder specified:

- (1) every Trustee in respect of any act or thing done by her in the discharge of her duty as a Trustee;
- (2) every member of the staff (whether paid or unpaid) directly employed in or about the business of the Headquarters of the Association in respect of any act or thing done by her in the discharge of her duty as a member of such staff;
- (3) every Chief Guide, Deputy Chief Guide and Commissioner in respect of any act or thing done by her in discharge of any duty performed on behalf of and expressly authorised by specific instructions from the Board of Trustees.

DISSOLUTION OF THE ASSOCIATION

21. Dissolution of the Association

- (1) The Association may be dissolved by resolution of the Council at a meeting specially called by the Board of Trustees for the purpose, by a vote in favour of three quarters of the members present and voting.
- (2) For the purpose of this Bye-Law two-thirds of the voting membership of the Council shall constitute a quorum.
- (3) If the required quorum for the meeting specially called to consider the dissolution of the Association is not achieved within half an hour after the time appointed for the meeting, a second meeting shall be called not more than one calendar month later, and the numbers present at this subsequent meeting shall be a quorum and may transact the business for which the meeting was called.
- (4) The assets of the Association, upon dissolution, shall be donated after discharge of all its debts and obligations and payment of all liabilities to such legally charitable trusts having charitable purposes similar to those of the Association within the United Kingdom and in such proportions as the Council shall by similar resolution determine.
- (5) No member of the Association shall receive any pecuniary gain as a result of such a winding-up, or receive any of the property or assets of the Association except by purchase for full consideration.

WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS

22. The Association, being a Founder Member of the World Association of Girl Guides and Girl Scouts from 1928, adheres to the Fundamental Principles and undertakes to work for the Object and to abide by the Terms of Membership as set out from time to time in the Constitution of the World Association of Girl Guides and Girl Scouts.

ALTERATION OF BYE-LAWS

23. These Bye-Laws or any of them may at any time and from time to time (subject to the provisions of the Charter) be altered, added to or replaced by a resolution passed at a meeting of the Council duly convened for that purpose by a majority of not less than two-thirds of the members present and entitled to vote.