



## **SCOUTS WA**

### **REGULATIONS TO THE RULES OF ASSOCIATION 2011**

*Adopted by the Board on 4 October 2011*

*Amended by the Board on the following dates:*

*3 April 2012  
2 October 2012  
4 December 2012  
1 October 2013  
4 February 2014  
7 October 2014  
3 February 2015  
2 June 2015  
6 October 2015  
31 October 2016*

# CONTENTS

<b>1</b>	<b>INTERPRETATION .....</b>	<b>4</b>
<b>2</b>	<b>APPOINTMENT OF CHIEF SCOUT AND COMMISSIONERS .....</b>	<b>4</b>
2.1	CHIEF SCOUT .....	4
2.2	BRANCH CHIEF COMMISSIONER .....	4
2.2.1	Role and Responsibilities .....	4
2.2.2	Term of Appointment .....	5
2.2.3	Selection Committee and Process .....	5
2.2.4	Resignation or Death of Chief Commissioner .....	7
2.2.5	Suspension or Cancellation of Appointment of Chief Commissioner .....	8
2.3	COMMISSIONERS OF THE BRANCH .....	8
2.3.1	Appointment of Commissioners of the Branch .....	8
2.3.2	Powers of Commissioners of the Branch .....	8
<b>3</b>	<b>SCOUT GROUPS, SECTIONS AND FORMATIONS .....</b>	<b>9</b>
3.1	ESTABLISHMENT, REGISTRATION AND OPERATION .....	9
3.2	MANAGEMENT OF ASSETS .....	9
3.2.1	Financial Management .....	9
3.2.2	Property Management .....	9
3.3	CONTRACTS .....	9
3.4	DISBANDMENT .....	9
<b>4</b>	<b>CERTIFICATE OF MEMBERSHIP AND CERTIFICATE OF ADULT LEADERSHIP .....</b>	<b>10</b>
4.1	PROCEDURES .....	10
4.2.1	Certificates of Membership .....	10
4.2.2	Certificate of Adult Leadership .....	10
<b>5</b>	<b>HONORARY AND LIFE MEMBERSHIPS .....</b>	<b>11</b>
5.1	AUTHORITY .....	11
5.2	LIFE MEMBER .....	11
5.3	HONORARY MEMBER .....	11
5.4	HONORARY COMMITTEE MEMBER .....	11
5.5	HONORARY CONSULTANT/ADVISOR .....	11
5.6	RECOGNITION .....	11
5.7	WITHDRAWAL OF HONORARY MEMBERSHIP AND LIFE MEMBERSHIP .....	12
<b>6</b>	<b>NOMINATION AND ELECTION OF BOARD MEMBERS .....</b>	<b>12</b>
6.1	NOMINATION PROCESS .....	12
6.2	ELECTION PROCESS .....	13
6.3	RATIFICATION PROCESS .....	13
<b>7</b>	<b>COMMITTEES OF THE BOARD .....</b>	<b>13</b>
7.1	CONFIDENTIALITY .....	13
7.2	DECLARATION OF INTEREST OR PARTIALITY .....	13
7.3	MEETINGS .....	14
7.4	REPORTING .....	15
7.5	ADULT RECOGNITION AWARDS COMMITTEE .....	15
7.5.1	Establishment .....	15
7.5.2	Terms of Reference .....	15
7.5.3	Composition .....	16
7.6	AUDIT AND GOVERNANCE COMMITTEE .....	16
7.6.1	Establishment .....	16
7.6.2	Terms of Reference .....	16
7.6.3	Composition .....	17
7.7	EXPANDING CAPACITIES TASKFORCE .....	18
7.7.1	Establishment .....	18
7.7.2	Terms of Reference .....	18
7.7.3	Composition .....	18
7.8	FINANCE AND INVESTMENT COMMITTEE .....	19
7.8.1	Establishment .....	19
7.8.2	Terms of Reference .....	19
7.8.3	Composition .....	20
7.9	NOMINATIONS COMMITTEE .....	21
7.9.1	Establishment .....	21
7.9.2	Terms of Reference .....	21
7.9.3	Composition .....	22
7.10	POLICY AND PROCEDURES COMMITTEE .....	22
7.10.1	Establishment .....	22
7.10.2	Terms of Reference .....	22
7.10.3	Composition .....	23
7.11	PROPERTY AND ASSETS COMMITTEE .....	23
7.11.1	Establishment .....	23

7.11.2	Terms of Reference .....	23
7.11.3	Composition .....	24
7.12	ENDOWMENT COMMITTEE .....	25
7.12.1	Establishment.....	25
7.12.2	Terms of Reference .....	25
7.12.3	Composition .....	25
<b>8</b>	<b>CHIEF COMMISSIONER'S COMMITTEES .....</b>	<b>26</b>
8.1	CHIEF COMMISSIONERS COUNCIL - SWAN PATROL .....	26
8.1.1	Authority .....	26
8.1.2	Role.....	26
8.1.3	Composition .....	26
8.1.4	Meetings.....	26
8.1.5	Reporting.....	27
8.1.6	Conflict of Interest and Confidentiality.....	27

## **1 INTERPRETATION**

- 1.1 These Regulations are made pursuant to Rule 44 of the Rules of Association 2011 (RoA or Rules).
- 1.2 Terms which are not defined in these Regulations have the meaning set out in the RoA and the Scouts Australia Policy and Rules 2008.

## **2 APPOINTMENT OF CHIEF SCOUT AND COMMISSIONERS**

### **2.1 CHIEF SCOUT**

The Chief Scout of Western Australia shall be the Governor of Western Australia or another person appointed by the Chief Scout of Australia on the recommendation of the Board in its absolute discretion.

### **2.2 BRANCH CHIEF COMMISSIONER**

#### **2.2.1 Role and Responsibilities**

- (a) The role of the Branch Chief Commissioner (Chief Commissioner) is to:
- (1) Ensure that the Branch delivers high quality Scouting programs.
  - (2) Manage the implementation of the Branch's strategic plan.
  - (3) Oversee the management of the Branch's volunteer team and the resources available to it.
  - (4) Represent the Branch in the wider community.
  - (5) Report to the Board at regular intervals on the foregoing.
- (b) The responsibilities of the Chief Commissioner are to:
- (1) Convey a positive and constructive image of Scouting and reinforce the fundamental importance of the Scout Promise and Law in delivering Scouting programs.
  - (2) Provide direction to the formulation, implementation and review of the Branch's strategic plan to ensure the well being, development and growth of Scouting in Western Australia.
  - (3) Represent the Branch in the wider community beyond Scouting to nurture existing partnerships and to build new relationships.
  - (4) Participate in national and international meetings, events and projects as required.
  - (5) Manage the operations of the Branch in delivery of Scouting programs.
  - (6) Support the work of the Deputy Chief Commissioners so that:
    - (A) All parts of the Branch deliver high quality Scouting programs that apply Scouting's Vision, Aim and Principles and the Scout Method and thereby attract and retain increasing numbers of youth and adult members.
    - (B) Existing Groups and Districts are supported and developed to their full potential and opportunities for the formation of new Groups and Districts are identified and acted upon.
- (c) Oversee the formulation and management of the Branch's Programs operating budget in collaboration with the Deputy Chief Commissioners and the Executive Manager.
- (d) Seek the advice of the Chief Commissioner's Council in connection with the delivery of the Scouting program, as appropriate.
- (e) Undertake such other duties as required by the Board.

## 2.2.2 Term of Appointment

The person holding the office of the Chief Commissioner on the date upon which the RoA were adopted shall continue to hold office for the term of the existing appointment and any extension of that term on one or more occasion by mutual agreement of the incumbent and the Board subject always to the period in aggregate of all such extensions being not more than three (3) years and a satisfactory performance review by the Board being conducted not more than one (1) year prior to commencement of the relevant extension and being based upon the Role Statement and Selection Criteria for that office at that time.

## 2.2.3 Selection Committee and Process

- (a) Not less than nine (9) months prior to the end of the term of office of the incumbent Chief Commissioner, the Board shall appoint a Selection Committee and shall finalise a Job Description for the position of Chief Commissioner of the Branch.
- (b) The Selection Committee shall consists of:
- (1) The President (or nominee) who will chair the Selection Committee
  - (2) The Secretary of the Scouts WA Board
  - (3) The Board Member appointed under 27(1)(e), or if that Board position is vacant, a Rover nominated by the Western Australian Rover Council.
  - (4) One (1) member of the Board selected by the Board.
  - (5) One (1) Commissioner holding a District or equivalent position selected by the Regional Chief Commissioners.
  - (6) One (1) Commissioner holding a Regional Appointment selected by the Regional Chief Commissioners.
  - (7) One (1) Commissioner holding a Branch Appointment selected by Swan Patrol.
  - (8) One (1) Youth Member between 18 years and 26 years of age selected by the Western Australian Rover Council.
  - (9) The Chairman of the Western Australian Branch Youth Council.
  - (10) One (1) Youth Member between 14 years and 18 years of age selected by the Western Australian Branch Venturer Council.

A paid employee of the Branch may not be a member of the Selection Committee. A person who is or who becomes a candidate for selection as Chief Commissioner may not be appointed to or remain on the Selection Committee.

- (c) The Selection Process shall be as follows:
- (1) When formed, the Board Chairman will brief the Selection Committee about the position of Chief Commissioner and the process to be followed.
  - (2) Within one (1) month of the appointment of the Selection Committee, the position of Chief Commissioner shall be advertised on the basis of the Job Description approved by the Board, with a closing date for applications being 30 days thereafter.
  - (3) Within one (1) month of the close of the advertisement for the position of Chief Commissioner, the Selection Committee shall consider applicants for the position and notify candidates selected for interview.
  - (4) The Selection Committee shall at all times respect confidentiality of the candidates and of the selection process. The selection process is to follow merit-based principles and address the selection criteria contained within the Job Description. The Selection Panel is to provide a report and make its recommendation for the appointment of Chief Commissioner to the Board,

ideally at least four (4) months prior to the end of term for the incumbent Chief Commissioner.

- (5) The Board shall consider the Selection Committee's recommendation without delay. The Chair of the Board will then consult with the members of Swan Patrol. Should the Selection Committee be unable to nominate a successor from those interviewed or should the Board decline to accept the Selection Committees' nomination, the position of Chief Commissioner is to be readvertised. The timetable below will be adjusted accordingly. The Board is to advise the President and the Chief Scout of Western Australia of its recommendation for appointment of the successful applicant prior to forwarding the nomination to Scouts Australia for approval by the Chief Scout of Australia.
- (6) After acceptance by the Chief Scout of Australia of the successful candidate as suitable for appointment to the office of Chief Commissioner, the Chair of the Board will notify the Members of the Branch, ideally at least three (3) months prior to the Chief Commissioner-designate taking office as Chief Commissioner.
- (7) The term of office of an incoming Chief Commissioner is three (3) years with possible extension on one or more occasions by mutual agreement of the incumbent and the Board, subject always to the period in aggregate of all such extensions being not more than three (3) years.
- (8) Prior to commencement in the office of Chief Commissioner, the person appointed as Chief Commissioner-designate is required to fulfil that orientation and introductory role for a period of ideally at least three (3) months. This period is not to be counted as part of the term of office of an incoming Chief Commissioner.

#### **Indicative Timelines for Selection and Appointment of Chief Commissioner**

*(Assumes term of incumbent not extended beyond June 20xx+1)*

<b>Date</b>	<b>Action</b>	<b>Responsibility</b>
August 20xx	<ul style="list-style-type: none"> <li>▪ Relevant parties requested to nominate members for Selection Committee per Regulation 2.2.3(a).</li> <li>▪ Job Description agreed by Board.</li> </ul>	Board Secretary coordinates with incumbent Chief Commissioner and Board Chair.
September 20xx	<ul style="list-style-type: none"> <li>▪ Selection Committee formed.</li> <li>▪ Guide lines formulated for the selection process.</li> <li>▪ Position advertised per Regulation 2.2.3(b) in the West Australian and on the Scouts WA website with an early October closing date for applications.</li> </ul>	Board Secretary coordinates.
October 20xx	<ul style="list-style-type: none"> <li>▪ Selection Committee determines shortlist of candidates for interview.</li> <li>▪ Dates set for interviews.</li> <li>▪ If no candidates or no suitable candidates, readvertise and reset the timetable.</li> </ul>	Board Secretary coordinates with Executive Manager.

November/ December 20xx	<ul style="list-style-type: none"> <li>▪ Short-listed candidates interviewed.</li> <li>▪ References checked.</li> <li>▪ Selection report prepared and submitted to the Chair of the Board.</li> </ul>	Board Secretary coordinates with Executive Manager.
January 20xx+1	<ul style="list-style-type: none"> <li>▪ Board considers the selection report.</li> <li>▪ Swan Patrol consulted per Regulation 2.2.3(e).</li> <li>▪ President and Chief Scout of Western Australia advised of recommendation per Regulation 2.2.3(e).</li> <li>▪ Recommendation submitted to Scouts Australia per Regulation 2.2.3(e).</li> <li>▪ If the recommendation is not accepted at any stage of the foregoing, readvertise and reset the timetable.</li> </ul>	Chairman of the Board
End February 20xx+1	<ul style="list-style-type: none"> <li>▪ Scouts WA members advised of the incoming Chief Commissioner.</li> </ul>	Chairman of the Board
March 20xx+1	<ul style="list-style-type: none"> <li>▪ Chief Commissioner-designate commences orientation and reviews current Commissioner appointments and future needs.</li> <li>▪ Chief Commissioner-designate attends Swan Patrol, Board and other relevant meetings as an 'ex-officio' member/observer.</li> </ul>	Chief Commissioner, Chief Commissioner-designate and Chairman of the Board
June 20xx+1	<ul style="list-style-type: none"> <li>▪ Investiture of incoming Chief Commissioner and commencement in the role.</li> </ul>	Chairman of the Board

#### 2.2.4 Resignation or Death of Chief Commissioner

- (a) In the event the Chief Commissioner resigns with a notice period ending prior to the conclusion of the current term of appointment of the Chief Commissioner, the Board may at its discretion and at any time during the notice period initiate and/or apply the selection process in an expedited manner, where practicable.
- (b) In the event the office of Chief Commissioner for whatever reason becomes vacant prior to, or remains vacant as at, the conclusion of the current term of appointment of a Chief Commissioner, the Board must initiate and/or continue to apply the selection process in an expedited manner, where practicable, and arrange that:
  - (1) A Deputy Chief Commissioner or equivalent is appointed to manage the uniformed operations of the Branch whilst the procedures for appointment of a new Chief Commissioner are undertaken or completed.
  - (2) The appointment of a new Chief Commissioner is finalised without delay.
  - (3) The period of appointment as Chief Commissioner-designate is minimised as far as is practicable.

## 2.2.5 Suspension or Cancellation of Appointment of Chief Commissioner

- (a) The Board shall establish an ad-hoc committee of the Board to investigate any complaint that it thinks might warrant the suspension or cancellation of the Chief Commissioner's appointment in that office. The committee is to be chaired by a member of the Board and may, at the Board's discretion, include Member(s) of the Branch who are not members of the Board. The committee is to conduct its task expeditiously and, in confidence, will report directly to the Board.
- (b) The principles contained the Scouts Australia Policy and Rules for dealing with suspension by a District Commissioner should be used as a guideline. In particular, the allegations should be communicated to the incumbent Chief Commissioner and an opportunity given for a considered response.
- (c) If the Board, having given due consideration to the report it receives from the committee and any other matter it regards to be relevant, adopts a resolution to the effect that action is justified to either suspend or cause early cancellation of the appointment of the Chief Commissioner, a report outlining the reasons for suspension or cancellation will be forwarded by the Board to Scouts Australia with a clear request and recommendation for the action desired.
- (d) All reports, considerations and resolutions of the Board in this matter must be kept strictly confidential to the Board.

## 2.3 COMMISSIONERS OF THE BRANCH

### 2.3.1 Appointment of Commissioners of the Branch

- a) Commissioners of the Branch may be appointed from time to time by the Chief Commissioner. The powers and responsibilities of a Commissioner of the Branch must be set out in a role statement for the respective office. The office of a Commissioner of the Branch is at the discretion of the Chief Commissioner and may include but is not limited to Deputy Chief Commissioner, Assistant Chief Commissioner, Branch Commissioner, Assistant Branch Commissioner, Regional Chief Commissioner, Assistant Regional Chief Commissioner, Regional Commissioner, Assistant Regional Commissioner, Field Commissioner, Assistant Field Commissioner, District Commissioner and Assistant District Commissioner. The Chief Commissioner shall advise the Board and the Chief Commissioner's Council of any such appointments.
- b) Upon the recommendation of the Chief Commissioner, the Board may approve the appointment of past Chief Commissioners as Honorary Commissioners of Scouts WA in recognition of their valued service to the organisation in that role.

### 2.3.2 Powers of Commissioners of the Branch

Commissioners of the Branch are specialist advisers to the Chief Commissioner on their respective area of expertise in relation to delivery of the Scouting Program. A Commissioner of the Branch may carry specific delegated authority or powers from the Chief Commissioner in relation to delivery of the Scouting Program. Unless approved by the Board, a Commissioner of the Branch carries no executive authority or powers over the line management of the Branch as constituted by the Executive Manager and Branch Support Team personnel.



### 3 SCOUT GROUPS, SECTIONS AND FORMATIONS

#### 3.1 ESTABLISHMENT, REGISTRATION AND OPERATION

The Branch shall establish procedures for the establishment, fixed term registration, re-registration and operation of Groups, Sections and Formations, in accordance with the Scouts Australia Policy and Rules.

#### 3.2 MANAGEMENT OF ASSETS

##### 3.2.1 Financial Management

- (a) Groups, Sections and Formations shall be responsible for the management of their own finances and the preparation of financial accounts.
- (b) Bank and other financial accounts of the Group/Section/Formation shall be opened and maintained in the name of "*Scouts WA – Scout Group/Section/Formation name*".
- (c) The financial year of each Group, Section and Formation shall be the twelve months ending on the 31st day of December in each year, unless approved otherwise by the Board.

##### 3.2.2 Property Management

- (a) Property, including real estate and equipment held by a Group, Section or Formation must be vested or purchased in the name of Scouts WA. Groups, Sections and Formations shall be responsible for the custody and maintenance of the assets that they use, which includes information and records.
- (b) Groups, Sections and Formations shall not commit the Group, Section or Formation or the Branch to expenditure for which the Group, Section or Formation does not have funds, unless an authority to commit that expenditure has been agreed to in writing by the Board.

#### 3.3 CONTRACTS

- (a) Groups, Sections and Formations must not enter into any contract, except in the name of "*Scouts WA – Scout Group/Section/Formation name*".
- (b) A contract or a combination of related contracts of any nature having a consideration or potential liability exceeding \$5,000 must not be entered into by any Group, Section or Formation unless either of the following applies:
  - (1) Entering into the contract is authorised in writing, which includes a stipulation as to who may sign the contract, by the Executive Manager, or in the case of an expenditure for which the Group, Section or Formation does not have funds, the Board.
  - (2) The contract is entirely and absolutely conditional on being agreed to in writing by the Executive Manager or, as appropriate, authorised by the Board, prior to the contract coming into force.

#### 3.4 DISBANDMENT

On the disbandment or de-registration of a Group/Section/Formation, the Branch may take custody and/or control of the Group's/Section's/Formation's property, equipment, funds, information and records and it may apply to the financial institution at which the financial account(s) of the Group/Section/Formation operate, requesting the closure of such account(s) and the remittance of any funds in the account(s) to the Branch.

## **4 CERTIFICATE OF MEMBERSHIP AND CERTIFICATE OF ADULT LEADERSHIP**

### **4.1 PROCEDURES**

The Chief Commissioner shall establish procedures for the issuing and revoking of:

- (a) Certificates of Membership for both Youth and Adults.
- (b) Certificate of Adult Leadership (CoAL).

### **4.2 DECISION NOT TO ISSUE OR TO REVOKE A CERTIFICATE**

#### **4.2.1 Certificates of Membership**

- (a) If the Chief Commissioner decides not to issue a Certificate of Membership to a prospective Member, or to revoke a Certificate of Membership, the prospective Member or Member, as the case may be, shall be advised in writing of the decision and the reason(s) for it and the person may appeal in writing to the Board within 14 days of being notified of the decision.
- (b) In the event of an appeal being lodged, the Chief Commissioner and the prospective Member or Member, as the case may be, may each provide a written submission to the Board, provided that it is succinct, only addresses relevant matters and is provided within a reasonable timeframe as determined and advised to both parties by the Board. Unless the Board decides otherwise in its absolute discretion, neither the Chief Commissioner nor the prospective Member or Member, as the case may be, shall have the right to make an oral submission to the Board.
- (c) The Board shall make its decision in response to the appeal as soon as practicable.
- (d) In the case of an appeal against a decision not to issue a membership, the Board may exercise its discretion in any way it thinks fit, and make a decision by a majority vote.
- (e) In the case of an appeal against a decision to revoke a membership, the Board must exercise its discretion in accordance with Rule 12(2).
- (f) The decision of the Board on the appeal is final.

#### **4.2.2 Certificate of Adult Leadership**

- (a) If the Chief Commissioner decides not to issue, or to revoke a CoAL, the prospective holder or holder of the Certificate, as the case may be, shall be advised in writing of the decision and the reason(s) for it and the person may appeal in writing to the Board within 14 days of being notified of the decision.
- (b) In the event of an appeal being lodged, the Chief Commissioner and the prospective holder or holder of the Certificate, as the case may be, may each provide a written submission to the Board, provided that it is succinct, only addresses relevant matters and is provided within a reasonable timeframe as determined and advised to both parties by the Board. Unless the Board decides otherwise in its absolute discretion, neither the Chief Commissioner nor the prospective holder or holder of the CoAL, shall have the right to make an oral submission to the Board.
- (c) The Board shall make its decision in response to the request as soon as practicable.
- (d) The Board may decide to:
  - (1) Support the Chief Commissioner's decision.
  - (2) Remit the matter to the Chief Commissioner for reconsideration, together with the Board's reasons for remitting the matter.

- (e) If the matter is remitted to the Chief Commissioner for reconsideration, the Chief Commissioner must reconsider the matter in light of the Board's reasons.
- (f) The decision of the Chief Commissioner on any matter remitted is final.

## **5 HONORARY AND LIFE MEMBERSHIPS**

### **5.1 AUTHORITY**

At a General Meeting, the Members may confer honorary or life membership status upon any person on such terms as it sees fit. Nominations for honorary or life membership status must be made to the Board, which shall decide which nominations to recommend to the Members at a General Meeting.

### **5.2 LIFE MEMBER**

The Board may recommend to Members at a General Meeting that Life Membership be awarded to a person (including a Member) who has given distinguished service to the Branch in any position over a total of at least twenty years' active service.

### **5.3 HONORARY MEMBER**

The Board may recommend to Members at a General Meeting that Honorary Membership, the duration of which may be prescribed, be awarded to a person who is not a Member, but who has given significant and commendable service to the Branch, or who by reason of the person's outstanding community service and commitment to the principles that underpin Scouting, justifies such a recommendation.

### **5.4 HONORARY COMMITTEE MEMBER**

The Board may recommend to Members at a General Meeting that a person who is not a Member be appointed as an Honorary Committee Member by reason of membership of a committee within the Branch, but only for so long as that person remains a member of the Branch committee.

### **5.5 HONORARY CONSULTANT/ADVISOR**

The Board may recommend to Members at a General Meeting that a person who provides specialised advice and service to the Branch on an unpaid basis be appointed as an Honorary Consultant or Honorary Advisor on such terms as the Board considers appropriate, which may include Honorary Member status if the person is not already a member of Scouts WA.

### **5.6 RECOGNITION**

- (a) A certificate and badge in such form as may be approved by the Board shall be presented by the Chief Scout or the President or by a person nominated by the President to a person awarded Life Membership.
- (b) A certificate in such form as may be approved by the Board shall be presented by the Chief Scout or the President or by a person nominated by the President to a person awarded Honorary Membership.
- (c) Life Members and Honorary Members may continue wear the current uniform applicable to their last appointment in the Branch, as prescribed in the Scouts Australia Policy and Rules 2008 and as applied by Scouts WA.

- (d) Life Members, Honorary Members, Honorary Committee Members and Honorary Consultants/ Advisors (if Members) are not required to pay an annual membership fee.

## 5.7 WITHDRAWAL OF HONORARY MEMBERSHIP AND LIFE MEMBERSHIP

Honorary Membership and Life Membership may be withdrawn by Members at a General Meeting. The Board may make a recommendation to the Members at a General Meeting to withdraw Honorary Membership or Life Membership status from a person only if a resolution to that effect has been adopted by the Board by a two-thirds majority of serving Board Members. Either of the following are sufficient for the Board to resolve that an Honorary Membership or Life Membership be withdrawn:

- (a) The holder of the relevant membership is convicted of a criminal offence justifying withdrawal of the membership.
- (b) The holder of the relevant membership acts in a manner that, in the opinion of the Board, is contrary to the Scout Australia Policy and Rules or the RoA.

## 6 NOMINATION AND ELECTION OF BOARD MEMBERS

### 6.1 NOMINATION PROCESS

- (a) The Returning Officer must send to Members the following information not less than four (4) weeks prior to the closing date for nominations:
  - (1) The nomination process.
  - (2) Details which must be supplied by nominees for their nomination to be considered to be valid.
  - (3) The closing date for the receipt of nominations.
- (b) Nominations on the prescribed form signed by two (2) Members and by the nominee signifying that person's willingness to accept office must be received by the Returning Officer by the closing date for nominations fixed by the Returning Officer, which must be no less than twelve (12) weeks prior to the date of the AGM.
- (c) Nominations must specify the category of position to which the nominee is being nominated.
- (d) A person may be nominated to more than one position subject to that person meeting the requirements of each position and to inclusion of a statement by the nominee advising the nominee's preferential order of appointment in relation to those positions.
- (e) A person who is a serving Adult Leader may be nominated to a position restricted to persons who are not serving Adult Leaders subject to the inclusion of a statement by the nominee confirming that person's commitment to resign from the appointment as a serving Adult Leader if successful in gaining a position on the Board.
- (f) The Returning Officer shall advise the Nominations Committee (NC) in confidence of the results of the nomination process not less than eleven (11) weeks prior to the date of the AGM.
- (g) The NC shall consider in confidence the suitability of each nominee in terms of the minimum level of skill and experience necessary to perform the role of the position to which they have been nominated, and advise the Returning Officer in confidence accordingly not less than ten (10) weeks prior to the date of the AGM.
- (h) The Returning Officer must reject a nomination that:
  - (1) Is not received by the closing date for nominations.
  - (2) Is not materially complete.

Subject to the direction of the NC, the Returning Officer must reject the nomination of a person who does not possess the minimum level of skill and experience specified to perform the role of the nominated position.

- (i) The Returning Officer shall, in confidence, promptly advise a person whose nomination is rejected and the basis for rejecting it, and similarly in confidence advise the two Members nominating that person.

## 6.2 ELECTION PROCESS

- (a) In the event the Returning Officer determines that an election is required under Rule 27(2), the Returning Officer shall send to each Member details of the nominees who have not been rejected by the Returning Officer, together with relevant voting material in the format approved by the NC, not less than eight (8) weeks prior to the date of the AGM.
- (b) In an election, each Member is entitled to exercise one vote for a preferred nominee in each vacant position.
- (c) Members shall return their votes to the Returning Officer not less than four (4) weeks prior to the date of the AGM.
- (d) The successful nominee for a position will be the nominee who secures the greatest number of votes for that position. Nominees for multiple vacancies in one position will be elected in priority according to the greatest number of votes for each vacancy. In the event that nominees secure an equal number of votes for a particular vacancy, the Returning Officer will draw a name from a hat to determine the successful nominee.
- (e) Nominees who have been nominated for more than one position and are not elected to the nominee's first preferred position, may be elected to another position nominated by the nominee.
- (f) The Returning Officer shall advise the NC and the Board of the results of any election(s) not less than three (3) weeks prior to the date of the AGM.
- (g) The failure of any Member to receive voting material through the inadvertence of the Returning Officer or a delay in the post or the failure of the procedure otherwise properly conducted by the Returning Officer, shall not invalidate an election unless the Members declare otherwise at the AGM.

## 6.3 RATIFICATION PROCESS

In the event the Returning Officer determines that an election is not required under Rule 27(2) for any particular category of Board position then, irrespective of whether an election is required for any particular category of Board position, the Returning Officer shall advise the NC and the Board (which may then advise Members) of the details of the nominees who have not been rejected by the Returning Officer for any particular category of Board position where an election is not required, not less than eight (8) weeks prior to the date of the AGM.

# 7 COMMITTEES OF THE BOARD

## 7.1 CONFIDENTIALITY

Matters discussed at Committee meetings are not confidential unless the Committee determines otherwise by resolution, provided that material circulated prior to a Committee meeting marked "Confidential" is treated as such, pending a resolution to the contrary.

## 7.2 DECLARATION OF INTEREST OR PARTIALITY

- (a) A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by or in the contemplation of the Board (except if that pecuniary interest exists only by virtue of the fact that the Committee member is a Member, or is an employee of the Branch), must:
  - (1) As soon as the Committee member becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee.
  - (2) Not take part in any deliberations or decision of the Committee with respect to that contract.
- (b) A Committee member having any current or potential interest other than of the kind specified in 7.2(a), but which could reasonably be construed as having an adverse influence on the proper, objective and impartial performance of the Committee member's duties as a Committee member, must:
  - (1) As soon as the Committee member becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee.
  - (2) Except as explicitly determined by the Chairperson of the Committee and advised to the Committee, not take part in any deliberations or decision of the Committee with respect to matters relevant to that interest.
- (c) The Chairperson must cause every material disclosure by a Committee member under 7.2(a) or (b) and any determination made by the Chairperson under 7.2(b) to be recorded in the minutes of the Committee meeting at which the disclosure or determination is made.

### 7.3 MEETINGS

- (a) Subject to the following provisions, each Committee shall meet for the despatch of its business, adjourn and otherwise regulate its meetings and proceedings as it sees fit, or as directed by the Board.
- (b) The quorum necessary for a meeting of each Committee shall be at least one half of the current membership of the Committee, provided that the Chair or Deputy Chair (if one exists) of the Committee is present and in the case of the Audit and Governance Committee at least two members who are not serving Adult Leaders are present.
- (c) Matters before each Committee shall be determined according to the majority vote of members present, provided that:
  - (1) The person chairing a Committee meeting shall have a deliberative vote, but not a casting vote and in the event that a vote is tied, the motion shall lapse.
  - (2) The minutes of a meeting of the Committee shall, at the request of a member of the Committee who dissents from a recommendation, include the reason for the dissenting position.
- (d) The contemporaneous linking together by telephone or other electronic means of Committee members sufficient to constitute a quorum constitutes a meeting of the Committee.
- (e) A Committee member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (f) A Committee may vote on a matter without constituting a meeting, provided that all of the following conditions are met:
  - (1) The votes of the members are made via email or facsimile.
  - (2) All of the serving members are advised as to the intention to vote via this means and at least a quorum of those members vote on the particular matter.
  - (3) No member formally objects to a vote being taken via this means on the particular matter.

In the event that a member formally objects to a vote being undertaken via this means, the matter shall be referred to a meeting of the Committee at which a quorum shall be present in person.

- (g) Except in the case of members of the Finance and Investment Committee who may not attend an Audit and Governance Committee meeting, a Board Member who is not a member of the Committee and who wishes to be present at a Committee meeting is entitled to do so by giving reasonable prior notice to the person chairing that meeting, but is not entitled to vote at that meeting.

## 7.4 REPORTING

- (a) A report on each Committee meeting is to be presented by the Chairperson of the Committee, or the Chairperson's nominee, at the next meeting of the Board, or a consolidated report if more than one Committee meeting has occurred between successive Board meetings.
- (b) An electronic copy of the draft minutes of each Committee meeting is to be sent to the Committee's members as soon as is practicable after each meeting.
- (c) An electronic copy of approved minutes is to be placed on the Scouts WA website as soon as practicable after the minutes are approved.
- (d) By the end of April each year, a report on the Committee's performance and compliance in relation to these Regulations (as applicable), including a record of the attendance of individual members at its meetings is to be provided to the Board.
- (e) The preparation of reports and recommendations on any other matter as directed by the Board, or which are necessary for the committee's purposes.

## 7.5 ADULT RECOGNITION AWARDS COMMITTEE

### 7.5.1 Establishment

The Board hereby establishes a committee to be known as the Adult Recognition Awards Committee (ARAC).

### 7.5.2 Terms of Reference

- (a) ARAC's role is to assist the Chief Commissioner to ensure that each year any suitable and deserving candidates are identified and nominated in a timely manner to be recipients of appropriate Scouts Australia's Adult Recognition Awards.
- (b) The ARAC's responsibilities are as follows:
  - (1) To advise the Chief Commissioner on the minimum requirements to be met by nominees for each of the available Adult Recognition Awards, as prescribed in the Scouts Australia Policy and Rules.
  - (2) To ensure information is provided to potential candidates and to Members generally concerning the existence of Adult Recognition Awards, the process for nomination of candidates and the minimum requirements to be met by nominees for each of the available Adult Recognition Awards; and to answer questions by Members in relation to these matters.
  - (3) To assist the Chief Commissioner in confidence to review the nominations received and to advise the Chief Commissioner to decline to accept a nomination that does not in the view of the ARAC meet the minimum requirements for a particular Adult Recognition Award or that is not competitive with other nominations in respect of the awards that are available to be awarded for that year.
  - (4) To ensure that nomination documents for those candidates endorsed by the Chief Commissioner are completed properly and lodged as and when required.

- (5) To ensure that each Adult Recognition Award is presented in a timely manner and in suitable circumstances by an authorised person so as to adequately acknowledge the achievements of the person receiving the award and to enhance the status of Adult Recognition Awards.
- (6) To undertake such other responsibilities as the Board may direct.

### 7.5.3 Composition

- (a) The ARAC shall be comprised of:
  - (1) A person who is not a member of the Board and who has in the past held the office of Chief Commissioner or Chair of the Board, invited by the Board to be the Chair of the ARAC.
  - (2) One Board Member who is not a serving Adult Leader to be appointed by the Board as the Deputy Chair of the ARAC.
  - (3) Two Board Members who are uniformed members of the Board, other than the Chief Commissioner to be appointed by the Board.
  - (4) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board.
  - (5) At the Board's discretion, one other person. In the event that the other person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at that General Meeting that the person be appointed as an Honorary Committee Member.
- (b) The Events Administration Officer (or equivalent) shall be in attendance at all meetings of the AGC, unless otherwise excused or directed by the person chairing the meeting of the ARAC, but may not vote.
- (c) At the discretion of the Chair of the ARAC, other persons may be invited to a meeting of the ARAC to be in attendance in a consultative capacity only for a specific purpose and shall not vote or attend meetings of the ARAC on an on-going basis.

## 7.6 AUDIT AND GOVERNANCE COMMITTEE

### 7.6.1 Establishment

The Board hereby establishes a committee to be known as the Audit and Governance Committee (AGC).

### 7.6.2 Terms of Reference

- (a) The AGC's role is to assist the Board to oversee and give direction concerning the audit and governance of the Branch's operations through the provision of information and the examination of issues of importance to the Board.
- (b) The responsibilities of the AGC are:
  - (1) To assist the Board to practise due care, diligence and skill in discharging its fiduciary and compliance oversight responsibilities.
  - (2) To appraise and oversee the quality of the external audit and of the internal audit and control procedures, especially in the following areas:
    - (A) Financial reporting and practices.
    - (B) Accounting policies.
    - (C) Property acquisition, management and disposal, including real estate, physical property and equipment.



- (D) Purchasing, procurement and contract management practices.
  - (E) Management and internal controls.
  - (F) Business ethics, policies and practices.
- (3) To provide a forum for communication between the external auditors and the Honorary Treasurer, all other members of the Board, the Executive Manager, the Financial Controller, the Branch's employees and the Branch's Members involved in internal control procedures, through regular meetings.
  - (4) To enhance the credibility and objectivity of financial reports presented to Members and other interested parties, including key stakeholders and the wider community.
  - (5) To ensure that adequate systems of internal reporting and control are in operation so as to produce accurate, meaningful and timely management information.
  - (6) To oversee the processes for the identification and assessment of business risk, to review the outcomes of programmed risk assessments using AS/NZ 4360 Risk Management, as applicable and appropriate, and to advise the Board in a timely manner as to the adequacy of those processes and of their application.
  - (7) To ensure, to the extent reasonably practicable, that the Branch's policies and procedures adequately address legislation relevant to the operations of the Branch and to monitor and report to the Board in a timely manner on any issues arising in relation to the Branch's compliance with that legislation.
  - (8) To review the performance of the Board and its committees and advise the Board in a timely manner with regard to the Branch's compliance, as applicable and appropriate, with:
    - (A) The ASX Principles of Corporate Governance and Best Practice Recommendations 2007.
    - (B) AS8000 Good Governance Principles.
    - (C) AS8001 Fraud and Corruption Control.
    - (D) AS8002 Organisational Codes of Conduct.
    - (E) AS8003 Corporate Social Responsibility.
    - (F) AS8004 Whistleblower Protection Program.
  - (9) To undertake such other responsibilities as the Board may direct.
- (c) In addition, the AGC shall meet with the external auditor at least once each calendar year, provided that the AGC Chair may invite other persons to be present, as considered necessary.

### 7.6.3 Composition

- (a) The AGC shall be comprised of:
  - (1) Two Board Members who are not serving Adult Leaders, one of whom shall be appointed by the Board as the Chair and the other as the Deputy Chair, provided that a serving member of the AGC shall not be a concurrent member of the FIC.
  - (2) Either the Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner and approved by the Board, provided that the person shall not be a concurrent member of the FIC.
  - (3) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board.
  - (4) At the Board's discretion, one other person. In the event that the other person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at that

General Meeting that the person be appointed as an Honorary Committee Member.

- (b) The Executive Manager and the Financial Controller (or equivalent) shall be in attendance at all meetings of the AGC, unless otherwise excused or directed by the person chairing the meeting of the AGC, but may not vote.
- (c) Other persons may be invited to a meeting of the AGC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing the meeting of the AGC, but may not vote.

## 7.7 EXPANDING CAPACITIES TASKFORCE

### 7.7.1 Establishment

The Board hereby establishes a committee to be known as the Expanding Capacities Taskforce (ECT).

### 7.7.2 Terms of Reference

- (a) The ECT's role is to assist the Board to address matters concerning the development and deployment across the Branch of the human, financial, physical and information resources necessary to service an expanding number of Groups needed to meet the growth in the number and diversity of young people in Western Australia who are potential Youth Members, over a rolling 20-year horizon.
- (b) The responsibilities of the ECT are:
  - (1) To consider and make recommendations to the Board in relation to schemes to progressively acquire and to maintain on a sustainable basis the resources necessary to service an expanding number of Groups.
  - (2) To assist the Board in formulating, amending and implementing a five-year plan to launch the Branch on a growth path towards the 20-year horizon and to progressively expand the plan in five-year intervals.
  - (3) To undertake such other responsibilities as the Board may direct.

### 7.7.3 Composition

- (a) The ECT shall be comprised of:
  - (1) Three Board Members, excluding the three Adult Leaders elected or appointed and ratified under Rule 27(1)(b) to (d), one of whom shall be appointed by the Board as the Chair and another as the Deputy Chair of the ECT.
  - (2) The Chief Commissioner and a uniformed Branch Member nominated by the Chief Commissioner and approved by the Board,
  - (3) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board.
  - (4) Two other persons at the Board's discretion. In the event that the other person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at that General Meeting that the person be appointed as an Honorary Committee Member.
- (b) The Executive Manager and the Scout Group Development Officer shall be in attendance at all meetings of the ECT, unless otherwise excused or directed by the person chairing the meeting of the ECT, but may not vote.

- (c) Other persons may be invited to a meeting of the ECT to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing the meeting of the ECT, but may not vote.

## 7.8 FINANCE AND INVESTMENT COMMITTEE

### 7.8.1 Establishment

The Board hereby establishes a committee to be known as the Finance and Investment Committee (FIC).

### 7.8.2 Terms of Reference

- (a) The FIC's role is to assist the Board to oversee and give direction concerning the financial operations and financial performance of the Branch.
- (b) The FIC's responsibilities are:
  - (1) To review and recommend to the Board the Branch's annual budget, which shall include the operating and capital budgets, together with cash flow plans.
  - (2) To monitor the financial performance of the Branch and to recommend the financial statements to the Board.
  - (3) To approve expenditure on any single item exceeding the delegation limits of the Chief Commissioner and of the Executive Manager up to, but not exceeding the amount for the relevant item(s) in the Branch Budget approved by the Board.
  - (4) To review and recommend to the Board approval of the Branch's investment policy, which shall include investment guidelines and performance targets.
  - (5) To develop and recommend to the Board approval of the Branch's financial strategy, which may include income and revenue raising plans and expenditure guidelines.
  - (6) To review and recommend to the Board approval of the setting of annual membership fees.
  - (7) To recommend to the Board approval of the appointment of external investment professionals, including investment fund managers.
  - (8) To monitor investment risk and the on-going performance of the investment portfolio against the annual investment performance targets and to make recommendations to the Board for approval, as necessary.
  - (9) To review and recommend to the Board approval of changes, as deemed necessary, to:
    - (A) Insurance (including self-insurance).
    - (B) Superannuation.
    - (C) Loans and Overdrafts.
  - (10) To review the Executive Manager's salary and conditions of appointment and recommend to the Board approval of annual variations to take effect from the first day of April each year; the review of the Executive Manager's performance shall not be a matter for consideration by the FIC.
  - (11) To recommend to the Board approval of the framework and guidelines for the setting and review of the salaries and conditions of employment for the employees of the Branch other than the Executive Manager, to be administered by the Executive Manager.
  - (12) To oversee the production of the Branch's annual accounts and recommend their acceptance to the Board for approval and submission to the Members at the AGM.
  - (13) To review and where appropriate, to propose amendment of the Branch's accounting and financial policies and procedures to the Board.

- (14) To consider any other matter referred to the FIC by the Board.
- (15) To undertake such other responsibilities as the Board may direct.
- (c) In fulfilling the foregoing, the FIC shall operate within the following broad framework:
  - (1) July: Review the April to June financial results and report to the Board.
  - (2) September: Review the forthcoming annual membership fees for the Branch.
  - (3) October:
    - (A) Review the July to September financial results and report to the Board.
    - (B) Recommend to the Board approval of the forthcoming annual membership fees for the Branch.
    - (C) Review the draft recurrent and capital budgets for the forthcoming financial year.
  - (4) January:
    - (A) Review the October to December financial results and report to the Board.
    - (B) Finalise a proposal for the forthcoming financial year's recurrent budget (which includes the proposed salary budget) and the capital budget for the forthcoming financial year.
  - (5) February: Present the draft annual budget for the forthcoming financial year to the Board for approval.
  - (6) April: Review the January to March financial results and report to the Board.

### 7.8.3 Composition

- (a) The FIC shall be comprised of:
  - (1) The Honorary Treasurer.
  - (2) Two Board Members who are not serving Adult Leaders, provided that neither of those Board Members shall be a concurrent member of the Audit and Governance Committee (AGC).
  - (3) Either the Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner and approved by the Board, provided that the person shall not be a concurrent member of the AGC.
  - (4) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board.
  - (5) At the Board's discretion, one other person. In the event that the other person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at the next occurring General Meeting that the person be appointed as an Honorary Committee Member.
- (b) The Executive Manager and the Financial Controller (or equivalent) shall be in attendance at all meetings of the FIC, unless otherwise directed or excused by the person chairing that meeting of the FIC, but may not vote.
- (c) Other persons may be invited to a meeting of the FIC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing that meeting of the FIC, but may not vote.
- (d) The Board shall appoint the Honorary Treasurer, or either of the Board Members referred to in Regulation 7.8.3(a)(2) as Chair of the FIC, and may appoint either of the other persons as the Deputy Chair of the FIC.

## 7.9 NOMINATIONS COMMITTEE

### 7.9.1 Establishment

The Board hereby establishes a committee to be known as the Nominations Committee (NC).

### 7.9.2 Terms of Reference

- (a) The NC's role is to assist the Board:
  - (1) To ensure that there are a suitable number of well-qualified candidates for election to the Board each year.
  - (2) To fill casual vacancies on the Board.
  - (3) To identify and nominate suitable individuals for international, national, state and other prestigious awards.
- (b) The NC's responsibilities are:
  - (1) To advise the Board on:
    - (A) The skills and knowledge desirable in persons to be appointed or nominated for election to the Board or for appointment to offices of the Branch.
    - (B) The minimum requirements to be met by nominees for election to the various positions on the Board, and the minimum requirements to be met by nominees for election to the offices of the Branch.
  - (2) To select and appoint the Returning Officer to conduct any nomination and election process required under the RoA, and to specify to the Returning Officer:
    - (A) Any particular responsibilities to be observed by the Returning Officer in the conduct of a nomination and election process.
    - (B) In the case of an election of members of the Board, the minimum requirements to be met by nominees for election to the relevant position on the Board.
  - (3) To provide information to potential nominees concerning the duties and responsibilities of the particular position and the minimum requirements to be met by nominees for that position, and to answer their questions in relation to these matters.
  - (4) To assist the Returning Officer, in confidence, to review the nominations received and to direct the Returning Officer whether to decline to submit to election or appointment those nominees who do not in the view of the NC meet the minimum requirements for election or appointment to the Board.
  - (5) To undertake such other responsibilities as the Board may direct.
- (c) The NC's responsibilities in relation to nominating persons for international, national, state and other prestigious awards are:
  - (1) To inform Members of the nature and criteria for the awards, which include, but are not limited to those awarded by:
    - (A) International humanitarian organisations.
    - (B) The Scout Association (excluding the Adult Recognition Awards).
    - (C) The Australian Government.
    - (D) The Western Australian Government.
    - (E) Other significant international, national and local organisations.
  - (2) Consider candidates for nomination for any of the awards listed under Regulation 7.9.2(c)(1), prepare a short-list and make recommendations to the Board for its endorsement.
  - (3) Ensure that nomination documents for those candidates endorsed by the Board under Regulation 7.9.2(c)(2) are completed properly and lodged as and when required.

### 7.9.3 Composition

- (a) The NC shall be comprised of:
  - (1) A Vice-President of the Branch or some other person not being a Board Member who is invited by the Board to be the Chair of the NC. In the event that the other person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at that General Meeting that the person be appointed as an Honorary Committee Member.
  - (2) One Board Member who is not a serving Adult Leader; to be appointed by the Board as the Deputy Chair of the NC.
  - (3) The Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner and approved by the Board.
  - (4) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board
  - (5) One Board Member who is a uniformed member of the Board other than the Chief Commissioner, to be appointed by the Board as a member of the NC.
- (b) At the discretion of the Chair of the NC, other persons may be invited to a meeting of the NC to be in attendance in a consultative capacity only for a specific purpose and shall not vote or attend meetings of the NC on an on-going basis.

## 7.10 POLICY AND PROCEDURES COMMITTEE

### 7.10.1 Establishment

The Board hereby establishes a committee to be known as the Policy and Procedures Committee (PPC).

### 7.10.2 Terms of Reference

- (a) Subject to 7.10.2(c), the PPC's role is to assist the Board to address matters of Branch policy and procedures.
- (b) Subject to 7.10.2(c), the PPC's responsibilities are:
  - (1) To consider and make recommendations to the Board in relation to Branch policy and procedures.
  - (2) To draft Branch policies for approval by the Board.
  - (3) To review and recommend to the Board any Branch procedures concerning program operational matters (drafted by or under the authority of the Chief Commissioner), provided such procedures are consistent with a corresponding Branch policy.
  - (4) To review and recommend to the Board any other procedures (drafted by or under the authority of the Executive Manager or a committee of the Board, as appropriate), provided such procedures are consistent with a corresponding Branch policy.
  - (5) To undertake such other responsibilities as the Board may direct.
- (c) Unless otherwise directed by the Board, the PPC has no role or responsibility in relation to accounting and financial policies or procedures, or policies or procedures relating to Branch real estate, physical property and equipment.

### 7.10.3 Composition

- (a) The PPC shall be comprised of:
  - (1) Two Board Members who are not serving Adult Leaders, one of whom shall be appointed by the Board as the Chair, and the other as the Deputy Chair of the PPC.
  - (2) The Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner and approved by the Board.
  - (3) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board.
  - (4) One other person at the Board's discretion. In the event that the other person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at the next occurring General Meeting that the person be appointed as an Honorary Committee Member.
- (b) The Executive Manager shall be in attendance at all meetings of the PPC, unless otherwise excused or directed by the person chairing the meeting of the PPC, but may not vote.
- (c) Other persons may be invited to a meeting of the PPC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing the meeting of the PPC, but may not vote.

## 7.11 PROPERTY AND ASSETS COMMITTEE

### 7.11.1 Establishment

The Board hereby establishes a committee to be known as the Property and Assets Committee (PAC).

### 7.11.2 Terms of Reference

- (a) PAC's role is to assist the Board to oversee and give direction concerning the real estate and the physical property and equipment of the Branch and to provide recommendations and advice to the Executive Manager, as set out in the responsibilities hereunder.
- (b) PAC's responsibilities are:
  - (1) To make recommendations to the Board concerning the acquisition, management and disposal of real estate and of physical property and equipment to support the efficient delivery of the objectives of the Branch.
  - (2) To make recommendations to the Executive Manager or to the appropriate section of the Branch directly on matters including, but not limited to, the acquisition, disposal, leasing, maintenance and utilisation of Branch real estate and any other matters relating thereto.
  - (3) To monitor Branch properties to ensure that they are being maintained in an appropriate manner and refurbished as necessary.
  - (4) To monitor the maintenance of Branch property records and to make recommendations from time to time in relation to systems that would facilitate improved information and/or access to information for use by Groups, Formations, Branch management and the Board.
  - (5) To advise the Executive Manager of the suitability or otherwise of documentation connected with leasing and other dealings with real estate by the Branch.

- (6) To advise the Executive Manager on matters relating to building or acquiring new Branch property, to endorse significant works, and to advise the Board regarding proposed property projects. This responsibility includes the oversight of all planning applications and building licence submissions to local government authorities for significant extensions, alterations and new works.
- (7) To undertake, or cause to be undertaken, valuations as required for insurance or other purposes of all premises for which the Branch is responsible, and undertake, or cause to be undertaken, valuations in connection with the purchase or sale of real estate by the Branch.
- (8) To review valuations made by statutory authorities and advise the Executive Manager where an approach to the relevant authority may be necessary to ensure such valuations are set in a timely manner and at a level appropriate for the purposes of the Branch.
- (9) To arrange inspections of building projects and to advise the Executive Manager where remedial works or contractual remedies are required.
- (10) To review and where appropriate, to propose amendment of the Branch's policies and procedures in respect of real estate, physical property and equipment.
- (11) To, in conjunction with others as may be directed by the Board, advise Groups, Formations and the Executive Manager on all applications by or through them for either internal or external funding in support of building premises or acquiring property or equipment on behalf of the Branch.
- (12) To undertake such other responsibilities as the Board may direct.

### 7.11.3 Composition

- (a) The PAC shall be comprised of:
  - (1) Two Board members who are not serving Adult Leaders, one of whom shall be appointed by the Board as the Chair, the other as the Deputy Chair of the PAC.
  - (2) Either the Chief Commissioner and a uniformed Branch Member nominated by the Chief Commissioner and approved by the Board, or two uniformed Members nominated by the Chief Commissioner and approved by the Board.
  - (3) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board.
  - (4) At the Board's discretion, one other person. In the event that the other person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at that General Meeting that the person be appointed as an Honorary Committee Member.
- (b) The Executive Manager and the Branch Property Officer (or equivalent) shall be in attendance at all meetings of the PAC, unless otherwise excused or directed by the person chairing the meeting of the PAC, but may not vote.
- (c) Other persons may be invited to a meeting of the PAC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing the meeting of the PAC, but may not vote.



## 7.12 ENDOWMENT COMMITTEE

### 7.12.1 Establishment

The Board hereby establishes a committee to be known as the Endowment Committee (EC).

### 7.12.2 Terms of Reference

- (a) The EC's role is to develop and, subject to the Board's approval, implement campaigns to attract contributions to the Scouts WA Foundation (the Foundation) from individuals, businesses and philanthropic organisations that are consistent with Scouting's values and to make recommendations to the Board as to the application of funds available for allocation for expenditure.
- (b) The EC is responsible for:
  - (1) Developing short, medium and long-term financial targets for the Foundation and related strategies for giving campaigns that include costs and expected returns and recommending them to the Board for approval.
  - (2) Facilitating the successful implementation of giving campaigns and ensuring that at all times there is active and open communication on progress with the Executive Manager, Chief Commissioner and the Board.
  - (3) Identifying and securing high profile benefactors for the Foundation.
  - (4) Promoting the benefits of Scouting and the Foundation in the wider community.

### 7.12.3 Composition

- (a) The EC shall be comprised of:
  - (1) Two Board Members who are not serving Adult Leaders, one of whom shall be appointed by the Board as the Chair, and the other as the Deputy Chair of the EC.
  - (2) The Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner and approved by the Board.
  - (3) A member of the Western Australian Rover Council, who is not a member of the Board, but who is nominated by the Western Australian Rover Council and approved by the Board.
  - (4) Up to three others at the Board's discretion. In the event that any such person is not a Member, that person may take up appointment to the position as filling a casual vacancy and, if that person is to continue in that position beyond the next occurring General Meeting, the Board shall make a recommendation to the Members of the Branch for consideration at the next occurring General Meeting that the person be appointed as an Honorary Committee Member.
- (b) The Executive Manager shall be in attendance at all meetings of the EC, unless otherwise directed or excused by the person chairing that meeting of the EC, but may not vote.
- (c) Other persons may be invited to a meeting of the EC to be in attendance in a consultative capacity for a specific purpose at the discretion of the person chairing the meeting of the EC, but may not vote.

## **8 CHIEF COMMISSIONER'S COMMITTEES**

### **8.1 CHIEF COMMISSIONERS COUNCIL - SWAN PATROL**

#### **8.1.1 Authority**

The Swan Patrol (SP) is an executive management team led by the Chief Commissioner and accordingly exercises certain delegated authority from the Chief Commissioner in relation to one or more specified functional area and/or program operational matters. The SP has Terms of Reference as provided in 8.1.2 to 8.1.7.

#### **8.1.2 Role**

- (a) The SP deals with matters concerning the program operations of the Branch.
- (b) The SP's responsibilities include:
  - (1) To provide advice and recommendations to the Board through the Chief Commissioner on the formulation, implementation and review of the Branch's strategic plan.
  - (2) To review existing and identify the need for new operational policies and procedures for the day-to-day activities and undertakings of the Branch and to advise the Chief Commissioner accordingly.
  - (3) To provide advice to the Chief Commissioner on the wellbeing and development of Scouting within Western Australia.
  - (4) To prepare and submit to the Board through the Chief Commissioner reports and recommendations on any matter as requested by the Chief Commissioner or required by the Board, and to prepare reports and recommendations on any other matters which are necessary for its purposes.
  - (5) To exercise all or any of the authorities, powers, or discretions assigned to it by or under the Rules of Association as necessary and appropriate.
  - (6) To undertake such other activities as the Chief Commissioner may request.
- (c) In addition, the Chief Commissioner shall provide a report to the Board at the end of April each year on the SP's performance and compliance in relation to this charter, including an account of the attendance of individual members at its meetings.

#### **8.1.3 Composition**

- (a) The SP shall be comprised of:
  - (1) The Chief Commissioner, who shall chair the meetings of the SP unless the Chief Commissioner assigns the chair to another member of the SP.
  - (2) All Deputy Chief Commissioners, Regional Chief Commissioners and Assistant Chief Commissioners as may be determined by the Chief Commissioner and approved by the Board from time to time.
  - (3) The Executive Manager or other as may be determined by the Board.
- (e) At the Chief Commissioner's discretion, other persons may be invited to a meeting of the SP to be in attendance in a consultative capacity for a specific purpose, but may not vote on matters before the SP.

#### **8.1.4 Meetings**

- (a) Subject to the provisions hereunder, the SP shall meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) The SP shall meet as required by the Chief Commissioner, but not less than once per calendar month with the exception of January.

- (c) The quorum necessary for a meeting of the SP shall be the Chief Commissioner or a member of the SP delegated by the Chief Commissioner to chair that meeting, and 50 per cent of the other serving members.
- (d) Matters before the SP shall be determined according to the majority vote of members present, provided that any advice or recommendation of the SP conveyed to the Board through the Chief Commissioner shall, at the request of a member of the SP who dissents from the advice or recommendation, include the reason for the dissenting position.
- (e) The contemporaneous linking together by telephone or other electronic means of a number of SP members sufficient to constitute a quorum constitutes a meeting of the SP.
- (f) A SP member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (g) The SP may vote on a matter without constituting a meeting, provided that:
  - (1) The votes of the members are made via post, email or facsimile.
  - (2) The Chief Commissioner and not less than 60 per cent of the other serving members vote on the matter.

#### 8.1.5 Reporting

The Chief Commissioner shall report on the deliberations of the meetings of the SP to the subsequent meeting of the Board through the Chief Commissioners report, as considered necessary and appropriate by the Chief Commissioner or as requested by the Board.

#### 8.1.6 Conflict of Interest and Confidentiality

- (a) Each member of the SP must declare any conflict, potential conflict or apparent conflict of interest in matters that might potentially be considered or are proposed to be considered by the SP.
- (b) Each member of the SP (including all officers in attendance) must maintain the confidentiality of all information that is provided by whatever means to them in this capacity and is identified to them by the Chair of the SP or otherwise as being confidential.

End of Regulations