



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:

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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
3 July 2017
30 July 2018
11 March 2019
30 July 2019
21 July 2020
7 December 2021
15 March 2022
6 September 2022
22 March 2024*

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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:
 - (i) 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.

- (ii) 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) Provide a report on post-event debriefs to the Board with key learnings and recommendations for future events and the Branch's policies and procedures in relation to major events.
- (f) 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 consist of:
 - (1) The President (or nominee) who will chair the Selection Committee
 - (2) The Board Member appointed under 27(1)(e), or if that Board position is vacant, a Rover nominated by the Western Australian Rover Council.
 - (3) One (1) member of the Board selected by the Board.
 - (4) One (1) Commissioner holding a District, Region or Branch appointment selected by the Branch Leadership Team.
 - (5) One (1) Youth Member between 16 years and 26 years of age jointly selected by the Chairs of the Branch Youth Council, Western Australian Rover Council and the 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 Branch Leadership Team. 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)

Date	Action	Responsibility
August 20xx	<ul style="list-style-type: none"> ▪ Relevant parties requested to nominate members for Selection Committee per Regulation 2.2.3(a). ▪ Job Description agreed by Board. 	Board Secretary coordinates with incumbent Chief Commissioner and Board Chair.
September 20xx	<ul style="list-style-type: none"> ▪ Selection Committee formed. ▪ Guide lines formulated for the selection process. ▪ 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. 	Board Secretary coordinates.
October 20xx	<ul style="list-style-type: none"> ▪ Selection Committee determines shortlist of candidates for interview. ▪ Dates set for interviews. ▪ If no candidates or no suitable candidates, readvertise and reset the timetable. 	Board Secretary coordinates with Executive Manager.
November /December 20xx	<ul style="list-style-type: none"> ▪ Short-listed candidates interviewed. ▪ References checked. ▪ Selection report prepared and submitted to the Chair of the Board. 	Board Secretary coordinates with Executive Manager.
January 20xx+1	<ul style="list-style-type: none"> ▪ Board considers the selection report. ▪ Branch Leadership Team consulted per Regulation 2.2.3(e). ▪ President and Chief Scout of Western Australia advised of recommendation per Regulation 2.2.3(e). ▪ Recommendation submitted to Scouts Australia per Regulation 2.2.3(e). ▪ If the recommendation is not accepted at any stage of the foregoing, readvertise and reset the timetable. 	Chairman of the Board

End February 20xx+1	<ul style="list-style-type: none"> ▪ Scouts WA members advised of the incoming Chief Commissioner. 	Chairman of the Board
March 20xx+1	<ul style="list-style-type: none"> ▪ Chief Commissioner-designate commences orientation and reviews current Commissioner appointments and future needs. ▪ Chief Commissioner-designate attends Branch Leadership Team, Board and other relevant meetings as an 'ex-officio' member/observer. 	Chief Commissioner, Chief Commissioner-designate and Chairman of the Board
June 20xx+1	<ul style="list-style-type: none"> ▪ Investiture of incoming Chief Commissioner and commencement in the role. 	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, CERTIFICATE OF ADULT APPOINTMENT AND CERTIFICATE OF PROFICIENCY

4.1 DECISION NOT TO ISSUE OR TO REVOKE A CERTIFICATE

4.1.1 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) Should a Member also be appointed to the Board under Rule 27, then the matter shall be dealt with by the Board under Rule 29(1)(h) and 29(1)(i).
- (c) 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.
- (d) The Board shall make its decision in response to the appeal as soon as practicable.
- (e) 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.
- (f) 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).
- (g) The decision of the Board on the appeal is final.

4.1.2 Certificate of Adult Appointment (CoAA) and Certificate of Proficiency (CoP) (previously known as Certificate of Adult Leadership)

- (a) If the Chief Commissioner decides not to issue, or to revoke a CoAA or CoP, 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 CoAA or CoP, 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 two (2) weeks prior to the closing date for nominations (which is 8 weeks prior to the AGM):
 - (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 in the prescribed format, accompanied by written endorsement 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 six (6) 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 six (6) 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 five (5) 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 four (4) 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 three (3) 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 two (2) 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 and added to the Board's Conflicts and Pecuniary Interests Register.

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.
- (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.
 - (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) 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) 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 FINANCE AND INVESTMENT COMMITTEE

7.5.1 Establishment

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

7.5.2 Terms of Reference

- (1) The FIC's role is to assist the Board to oversee and give direction concerning the financial operations and financial performance of the Branch.
- (2) The FIC's responsibilities are:
 - (1) Review financial and investment reports and endorse for Board approval.
 - (2) Review the Investment Policy annually and present recommendations to the Board for approval.
 - (3) Manage the financial audit process, ensuring financial statements are received on time by the Board.
 - (4) Coordinate the annual budget and reforecast, review and endorse for Board approval.
 - (5) Monitor the financial performance of the Branch and present the financial statements to the Board.
 - (6) Review financial risk and other considerations for any major Board proposals, making recommendations to the Board.
 - (7) Recommend to the Board annual membership fees for Members.
 - (8) Recommend to the Board the appointment of external investment professionals, including investment fund managers.
 - (9) Recommend to the Board external auditors.
 - (10) Provide support for Executive Manager and CFO relating to financial matters including major business proposals.
 - (11) To approve expenditure on any single item exceeding the delegation limits of the Chief Commissioner and of the EM up to, but not exceeding the amount for the relevant item(s) in the Branch Budget approved by the Board.

7.5.3 Meetings

- (1) The FIC Committee will meet every month, or more often if required.

7.5.4 Composition

- (1) The FIC will be comprised of a minimum of three (3) voting members, with a maximum of five (5) made up of:
 - (1) The Honorary Treasurer (who shall be the Committee Chair)
 - (2) Two (2) members of the Board
 - (3) Either the Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner
 - (4) An adult member of the Branch under 30 years of age who is not a member of the Board.
 - (5) The Executive Manager and the Finance Manager (or equivalent) shall attend all meetings of the FIC and maintain the action list.

- (6) Other persons may be invited to a meeting of the FIC to be in attendance in a consultative capacity but may not vote.

7.6 GOVERNANCE REVIEW COMMITTEE

- (1) Disbanded by the Board 22 March 2024

7.7 NOMINATIONS COMMITTEE

7.7.1 Establishment

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

7.7.2 Terms of Reference

- (1) The NC's role is to assist the Board:
 - (1) To advise on a suitable number of well-qualified candidates for election to the Board each year.
 - (2) To help the Board fill casual vacancies which may occur on the Board.
 - (3) To identify and help nominate suitable individuals for international, national, state and other prestigious awards.
- (2) The NC's responsibilities are:
 - (1) Advise the Board on 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) Advise the Board on 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.
 - (3) Coordinate the annual Board evaluation, including an externally facilitated assessment at least every three (3) years.
 - (4) Develop and maintain a Board skills matrix
 - (5) To develop and oversee the completion of the Board's annual compliance checklist and ensure all compliance requirements are met.
 - (6) Make recommendations to the Board to fill any skills gaps within the Board and/or its committees.
 - (7) To undertake the evaluation, selection and recommendation of Board appointments
 - (8) Complete the annual appraisal of the Executive Manager and make a recommendation to the Board regarding remuneration.
 - (9) To develop and maintain a succession plan for the Board, Executive Manager and Chief Commissioner
 - (10) Select and appoint the Returning Officer to conduct any nomination and election process required under the RoA, and to specify to the Returning Officer:
 - I. Any particular responsibilities to be observed by the Returning Officer in the conduct of a nomination and election process.

- II. 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.
- (11) Work with the Chief Commissioner to identify and assist in nominating persons for awards which include, but are not limited to:
- I. The Scout Association of Australia (excluding the Adult Recognition Awards).
 - II. Australian Honours and Awards.
 - III. The Western Australian Government.
 - IV. Other significant international, national, and local organisations or institutions.

7.7.3 Meetings

The NC will meet a minimum of once every quarter, or more if required.

7.7.4 Composition

- (1) The NC will be comprised of a minimum of three (3) voting members, with a maximum of five (5) made up of:
 - (1) A Vice President of the Branch (who shall be the Committee Chair)
 - (2) Two (2) members of the Board
 - (3) Either the Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner
 - (4) An Adult Member of the Branch who is under 30 years of age and who is not a member of the Board.
- (2) The Executive Manager or their nominee shall attend NC meetings, as required.
- (3) Other persons may be invited to a meeting of the NC to be in attendance in a consultative capacity but may not vote.

7.8 RISK MANAGEMENT COMMITTEE

7.8.1 Establishment

The Board hereby establishes a committee to be known as the Risk Management Committee (RM).

7.8.2 Terms of Reference

- (1) The RM's role is to assist the Board to oversee and give direction regarding risk management and appetites of Scouts WA operations and activities.
- (2) The responsibilities of the RM are:
 - (1) Develop and review Scouts WA's Risk Matrix and Risk Appetite documents, linking to Scouts Australia frameworks where possible.
 - (2) Plan and oversee delivery of risk education workshop for the Board.
 - (3) Develop a Risk Register and set and undertake a review every quarter.

- (4) Develop a Risk Management Standard specific for Scouts WA and review as needed, ensuring there are links to the Scouts Australia Risk Management Policy.

7.8.3 Meetings

- (1) The RM Committee will meet a minimum of once every two months, or more if required.

7.8.4 Composition

The RM shall be comprised of:

- (1) Three (3) members of the Board (one of whom shall be the Committee Chair)
 - (2) One (1) member of the Branch Leadership Team
 - (3) Either the Chief Commissioner or a uniformed Branch Member nominated by the Chief Commissioner
 - (4) An Adult Member of the Branch who is under 30 years of age, who is not a member of the Board.
 - (5) A Group Leader
- (1) The Executive Manager and the Incident Liaison Officer (or equivalent) shall attend all meetings of the RMQA and maintain all RMC documents.
 - (2) Other persons may be invited to a meeting of the RM to be in attendance in a consultative capacity but may not vote.

7.9 AUDIT COMMITTEE

7.9.1 Establishment

The Board hereby establishes a Committee to be known as the Audit Committee with the purpose of assisting the board in fulfilling its corporate governance and oversight responsibilities in relation to corporate reporting processes, including risk management and internal control, external audit, internal audit and compliance.

7.9.2 Terms of Reference

Purpose

The audit committee is appointed by the board of directors to assist the board in fulfilling its corporate governance and oversight responsibilities in relation to corporate reporting processes, including the FIC, risk management and internal control, external audit, internal audit and compliance (including the code of conduct).

Authority

The board authorises the audit committee, within its scope of responsibilities, to perform the activities identified within these terms of reference.

Responsibilities

The audit committee will carry out the following responsibilities:

Review the other sections of the annual report before its release and consider whether the information is understandable and consistent with members' knowledge about the entity and its operations and is unbiased.

External audit

- Assess the quality and effectiveness of the audit conducted and evaluate performance of the auditor. Provide a recommendation to the board on the selection, appointment, re-appointment or replacement of the external auditor and rotation of the engagement partner.
- Review with the external auditor the scope and terms of the audit and the audit fee including a review of non-audit services provided by the external auditor.
- Review the audit plan for coverage of material risks and financial reporting requirements.
- Monitor and review auditor independence and objectivity.
- Establish ongoing communications with the auditors and ensure access to directors and the audit committee.
- Review reports from the external auditors (including auditor's reports, closing reports and management letters).
- Discuss with the external auditors matters relating to the conduct of the audit, including any difficulties encountered, any restrictions on scope of activities or access to information, significant disagreements with management and the adequacy of management response.

Internal Audit

- Review and approve the internal audit charter.
- Review the internal audit structure, independence and access to senior management, the Committee and the board.
- Review and approve the strategic internal audit plan, often for a 2–3-year period to assess whether it addresses the business risks of the entity.
- Review and approve the annual internal audit plan and any significant changes made to the plan.
- Review reports of results of internal audit engagements, audit-related activities, team capability, audit performance and other important matters.

Risk management, fraud and internal control

- Consider the impact of the entity's culture on risk management and internal control.
- Monitor changes in the economic and business environment, including consideration of emerging trends and other factors related to the entity's risk profile.
- Review the effectiveness of processes for identifying the entity's risks and the appropriateness of the risk management procedures to maintain activities within the Board's risk appetite.
- Review disclosures in the annual corporate governance statement in relation to the recognition and management of business risks.

- Consider the adequacy and effectiveness of the internal control and risk management framework by reviewing reports from management, internal audit and external audit, and by monitoring management responses and actions to correct any noted deficiencies.
- Understand the processes management has implemented for managing insurable risks and, if applicable, self-insurance, including assessing the adequacy of insurance cover.
- Review the business continuity planning process and be satisfied that material risks are identified, and appropriate business continuity plans are in place.
- Review management's anti-fraud/corruption strategies and programs.
- Enquire of management, the internal auditor and the external auditor whether they are aware of any actual, suspected or alleged fraud or corruption affecting the entity and how they responded to such instances.

Compliance and ethics

- Consider the impact of the entity's culture on compliance processes.
- Monitor the impact of changes in key laws, regulations, internal policies and accounting standards affecting the entity's operations.
- Review the effectiveness of the entity's systems, policies and practices that relate to compliance with laws, regulations, internal policies and accounting standards, and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- Obtain regular updates from management and the head of compliance about compliance and ethical matters that may have a material impact on the strategy, operations or reputation, including material breaches of laws, regulations, standards and company policies.
- Review and monitor related party transactions.
- Review and, where applicable, approve the policies, processes and framework for identifying, analysing and addressing complaints (including whistleblowing) and review material complaints and their resolution.
- Review the entity's process for communicating the code of conduct to staff and assess the effectiveness of, and compliance with the code.

Review

The committee will conduct an annual review of its performance and effectiveness. This review process will include review of the terms of this charter.

7.9.3 Meetings

The AC shall meet at least once every 6 months.

7.9.4 Composition

- A Vice President of the Branch (who shall be the Committee Chair)
- The Chairs of each of the Board's subcommittees
- A member of the Branch Leadership Team nominated by the Chief Commissioner

- An adult member of the Branch under 30 years of age who is not a member of the Board.

7.10 Property Committee

7.10.1 Establishment

The Board hereby establishes a committee to be known as the Property Committee (PC)

7.10.2 Terms of Reference

The role of the PC is to develop the strategy for all property matters in Scouts WA including recommending property divestment and portfolio optimisation. Other formations of Scouts WA will then implement and manage property issues in their jurisdiction.

The Functions of the committee are:

- to prepare (and implement after Board approval) Scouts WA's Property Strategy
- review Scouts WA's property needs, currently and in the future.
- prioritise lease renewal activity.
- recommend lease renewal to the Board.
- Identify future site and hall purchases and recommend to the Board.

7.10.3 Meetings

The Property Committee shall meet once every 3 months, or more often if required.

7.10.4 Composition

- Two members of the Board (one of whom shall be the Chair of the Committee)
- An Adult Member of the Branch who is under 30 years of age, who is not a member of the Board.
- A member of the Finance and Investment Committee nominated by the Honorary Treasurer
- A member of the Branch Leadership Team selected by the Chief Commissioner

8. CHIEF COMMISSIONER'S COMMITTEES

8.1 CHIEF COMMISSIONER'S COUNCIL - BRANCH LEADERSHIP TEAM

8.1.1 Authority

The Branch Leadership Team (BLT) 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 BLT has Terms of Reference as provided in 8.1.2 to 8.1.7.

8.1.2 Role

- (a) The BLT deals with matters concerning the program operations of the Branch.
- (b) The BLT'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 BLT'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 BLT shall be comprised of:
 - (1) The Chief Commissioner, who shall chair the meetings of the BLT unless the Chief Commissioner assigns the chair to another member of the BLT.
 - (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.
- (b) At the Chief Commissioner's discretion, other persons may be invited to a meeting of the BLT to be in attendance in a consultative capacity for a specific purpose but may not vote on matters before the BLT.

8.1.4 Meetings

- (a) Subject to the provisions hereunder, the BLT shall meet for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit.
- (b) The BLT 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 BLT shall be the Chief Commissioner or a member of the BLT delegated by the Chief Commissioner to chair that meeting, and 50 per cent of the other serving members.
- (d) Matters before the BLT shall be determined according to the majority vote of members present, provided that any advice or recommendation of the BLT conveyed to the Board through the Chief Commissioner shall, at the request of a member of the BLT 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 BLT members sufficient to constitute a quorum constitutes a meeting of the BLT.
- (f) A BLT member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (g) The BLT 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 BLT 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 BLT 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 BLT.
- (b) Each member of the BLT (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 BLT or otherwise as being confidential.

8.1 ADULT RECOGNITION AWARDS COMMITTEE

8.1.1 Establishment

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

8.1.2 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 undertake such other responsibilities as the Chief Commissioner may direct.

8.1.3 Composition

- (a) The ARAC shall be comprised of the following people, invited by the Chief Commissioner:
- (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 to be the Chair of the ARAC.
 - (2) One Board Member who is not a serving Adult Leader.
 - (3) One Board Member who is a serving Adult Leader.
 - (4) One member of the Branch Leadership Team.
 - (5) A Group Leader or District Commissioner.

- (6) A member of the Western Australian Rover Council, nominated by said Council.
- (7) At the Chief Commissioner's discretion, two other people.
- (b) The Events Officer (or equivalent) shall be invited to attend all meetings of the ARAC, unless otherwise 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.

End of Regulations