



## SPECIAL RESOLUTION AMENDMENTS TO THE RULES OF ASSOCIATION

In accordance with Rule 9 (2) a) the Scouts WA Board proposes to the Annual General Meeting to be held on 22 August 2024 the following amendments to the Rules of Association.

REF. #	CURRENT STATEMENT	NEW STATEMENT	RATIONALE
<u>16</u>	<p><b>16. Annual General Meetings</b></p> <p>(1) The Board must convene an Annual General Meeting, in every calendar year within five (5) months after the end of the Financial Year, or such longer period as may in a particular case be allowed by the Commissioner.</p> <p>(2) The venue for and date of the Annual General Meeting shall be fixed and arranged by the Board and will normally be held at Branch Headquarters on the last Saturday in August.</p>	<p><b>16. Annual General Meetings</b></p> <p>(1) The Board must convene an Annual General Meeting <u>every year in accordance with the requirements of the Act, in every calendar year within five (5) months after the end of the Financial Year, or such longer period as may in a particular case be allowed by the Commissioner.</u></p> <p>(2) The <u>Board will stipulate the time and place for the Annual General Meeting and any mechanism for participation by eligible members not physically in attendance. These details will be communicated to all members in the Notice of Meeting.</u> <del>venue for and date of the Annual General Meeting shall be fixed and arranged by the Board and will normally be held at Branch Headquarters on the last Saturday in August.</del></p>	<p>The Associations Incorporation Act 2015 requires an AGM within 6 months of the end of financial year. There is no reason to duplicate statements already present in legislation nor restrict the timeline any further.</p> <p>(2) makes it easier to consider the possibility of an online meeting or a hybrid meeting. Whilst it was not previously prevented, the stipulation of “normally” makes the remaining statement redundant.</p>

REF. #	CURRENT STATEMENT	NEW STATEMENT	RATIONALE
<p><u>22</u></p>	<p><b>22. Decisions at General Meetings</b></p> <p>(1) In the case of an equality of votes upon any proposed resolution of the Members, the Chairperson, who has a vote as a Member pursuant to Rule 23(1) but does not have in addition a deciding vote on any resolution, shall declare the resolution lost.</p> <p>(2) A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll using voting papers is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands either by:</p> <p>a) the Chairperson; or</p> <p>b) by at least five (5) Members present and having the right to vote on the resolution.</p> <p>(3) A demand for a poll using voting papers does not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll using voting papers has been demanded.</p> <p>(4) Unless a poll using voting papers is demanded, a declaration by the Chairperson of a meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the General Meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.</p>	<p><b>22. Decisions at General Meetings</b></p> <p>(1) In the case of an equality of votes upon any proposed resolution of the Members, the Chairperson, who has a vote as a Member pursuant to Rule 23(1) but does not have in addition a deciding vote on any resolution, shall declare the resolution lost.</p> <p>(2) <u>The Board shall determine, prior to the notice of meeting issuing, what means shall be used by members to cast and record votes before or at the meeting. The Board may also determine the specific technology to be used, provided that any electronic voting has appropriate validation safeguards.</u><del>A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll using voting papers is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands either by:</del></p> <p><u>a) the Chairperson; or</u></p> <p><u>b) by at least five (5) Members present and having the right to vote on the resolution.</u></p> <p><u>(3) The Chairperson shall ensure the outcome of voting on any resolution is declared to the meeting at which the vote is taken and recorded in the minutes of that meeting.</u></p> <p><del>(3) A demand for a poll using voting papers does not prevent the continuance of a meeting for the transaction</del></p>	<p>Inclusion of virtual attendance and participation in voting must be accounted for. This may preclude show of hands as the primary means of voting.</p> <p>It should be clear to all attending the meeting as to the means of recording the votes which can be included in the notice of meeting.</p> <p>Allowance of recording those opposed and abstaining with the remainder considered to have supported the motion is reasonable, as is support by acclamation (clapping) when a motion is intended as thanks or recognition for example.</p>

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	<p>(5) If a poll using voting papers is demanded at a General Meeting and provided that the demand for that poll is not withdrawn during the meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.</p> <p>(6) A poll using voting papers demanded at a General Meeting:</p> <p>a) on the election of a Chairperson of the meeting; or b) on a question of adjournment of the meeting,</p> <p>must be taken immediately.</p> <p>(7) If a poll using voting papers is taken, those papers may be destroyed after the conclusion of the General Meeting in the absolute discretion of the Chairperson.</p>	<p><del>of any business other than the question on which the poll using voting papers has been demanded.</del></p> <p><del>(4) Unless a poll using voting papers is demanded, a declaration by the Chairperson of a meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the General Meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.—</del></p> <p><del>(5) If a poll using voting papers is demanded at a General Meeting and provided that the demand for that poll is not withdrawn during the meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded. _____</del></p> <p><del>(6) A poll using voting papers demanded at a General Meeting: _____</del></p> <p><del>a) on the election of a Chairperson of the meeting; or b) on a question of adjournment of the meeting, _____</del></p> <p><del>must be taken immediately. _____</del></p> <p><del>(7) If a poll using voting papers is taken, those papers may be destroyed after the conclusion of the General Meeting in the absolute discretion of the Chairperson.</del></p>	

REF. #	CURRENT STATEMENT	NEW STATEMENT	RATIONALE
12.	<p><b>12. Cessation of Membership</b></p> <p>(1) A person ceases to be a Member:</p> <p>a) if the person resigns from membership by notice in writing;</p> <p>b) if the person dies;</p> <p>c) in any other circumstances prescribed in the terms of membership applicable to the person or in any undertaking given by the person upon the person’s admission to membership; or</p> <p>d) if the person’s membership is cancelled in accordance with Rule 12(2).</p> <p>(2) Subject to Rule 12(3), if the Board by a majority of two-thirds of the members of the Board resolves that a person’s membership shall be cancelled as a consequence of their conduct being detrimental to the interests of the Branch or contrary to the objects of the Branch, including failure of that person to:</p> <p>a) comply with these Rules or the Policy and Rules;</p> <p>b) comply with the terms of membership applicable to the Member; or</p> <p>c) keep an undertaking given by the Member upon his or her admission to membership,</p>	<p><b>12. Cessation of Membership</b></p> <p>(1) A person ceases to be a Member:</p> <p>a) if the person resigns from membership by notice in writing;</p> <p>b) if the person dies;</p> <p>c) <u>the person’s membership expires in accordance with any conditions or limitations stipulated at the time of admission to membership</u><del>in any other circumstances prescribed in the terms of membership applicable to the person or in any undertaking given by the person upon the person’s admission to membership</del>; or</p> <p>d) if the person’s membership is cancelled in accordance with Rule 12(2).</p> <p>(2) <u>The Branch Chief Commissioner may cancel the membership of a member not subject to</u> <del>Subject to</del> Rule 12(3), <del>if the Board by a majority of two-thirds of the members of the Board resolves that a person’s membership shall be cancelled</del> as a consequence of</p> <p><u>a)</u> their conduct being detrimental to the interests of the Branch or contrary to the objects of the Branch, including, <u>but not limited to,</u> failure of that person to:</p> <p><u>ia)</u> comply with these Rules or the Policy and Rules;</p> <p><u>ii<b>b</b>)</u> comply with the terms of membership applicable to the Member; or</p>	<p>Provides for simplified process for cancellation of membership to rest with the Chief Commissioner and defines a clear mechanism for appeal to the Board.</p> <p>Procedural fairness is already considered elsewhere in the rules.</p>

REF. #	CURRENT STATEMENT	NEW STATEMENT	RATIONALE
	<p>that person’s membership shall be cancelled immediately upon the resolution being passed.</p> <p>(3) Before any resolution to cancel the Chief Commissioner’s membership is considered, the Chairperson of the Board shall first inform the President of the circumstances leading to the matter being considered, and the Board Members shall take the President’s views into account.</p> <p>(4) If a person ceases to be a Member in accordance with Rule 12(1), 12(2) or 12(3) and that person is also a Board Member, that person also ceases to be a Board Member.</p>	<p><del>iii</del>e) keep an undertaking given by the Member upon his or her admission to membership,</p> <p><u>having provided the member formal notice of intention to cancel their membership, detailing the reasons, the time of effect of the cancellation and outlining the process of appeal described in Rule 12 (4)</u></p> <p><del>that person’s membership shall be cancelled immediately upon the resolution being passed.</del></p> <p>(3) <u>Where the member whose membership is to be cancelled is an Officer of the Branch (Rule 37), a Member of the Board (Rule 27) or the Chief Commissioner (Rule 36) a resolution to cancel the membership must be passed by a 2/3 majority vote of the Board unless the reason for cancellation makes them ineligible under law to maintain their membership, in which case their membership will be cancelled immediately. Before any resolution to cancel the Chief Commissioner’s membership is considered, the Chairperson of the Board shall first inform the President of the circumstances leading to the matter being considered, and the Board Members shall take the President’s views into account.</u></p> <p>(4) <u>An individual whose membership has been cancelled in accordance with Rule 12 (1) may appeal against the cancellation of their membership by writing to the Board within 30 days of the issue of notice to cancel their membership. A decision by the Board to uphold or revoke the cancellation must be passed a 2/3 majority vote of the Board. The Board shall not consider appeals where the reason for cancellation makes the individual ineligible under law to maintain their membership.</u><del>If a person ceases</del></p>	<p>Board members, Officers and Chief Commissioner are dealt with separately – previously only the Chief Commissioner was considered separately.</p>

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		<p><del>to be a Member in accordance with Rule 12(1), 12(2) or 12(3) and that person is also a Board Member, that person also ceases to be a Board Member</del></p> <p><del>c) the person's membership expires in accordance with any conditions or limitations stipulated at the time of admission to membership; or</del></p> <p><del>d) if the person's membership is cancelled in accordance with Rule 12(2).</del></p>	

REF. #	CURRENT STATEMENT	NEW STATEMENT	RATIONALE
27	<p><b>Membership of the Board</b></p> <p>A Board shall be established, comprising not less than twelve (12) Members and not more than fourteen (14) members, which must include the following:</p> <p>a) the Chief Commissioner, who shall be appointed pursuant to Rule 35;</p> <p>b) one (1) of a Regional Chief Commissioner, Assistant Regional Chief Commissioner, Deputy Chief Commissioner, an Assistant Chief Commissioner, a Branch Commissioner, an Assistant Branch Commissioner, a Project Commissioner, or a Uniformed Member in an equivalent position;</p> <p>c) one (1) of a Regional Commissioner, District Commissioner, a Field Commissioner, or a Uniformed Member in an equivalent position;</p> <p>d) one (1) of a Group Leader or a Uniformed Member in an equivalent position;</p> <p>e) a past Rover who is less than 30 years of age at the time of appointment to the Board, or in the event that such a person is not forthcoming, a current member of the Western Australian Rover Council;</p> <p>f) the Honorary Treasurer; and</p>	<p><b>Membership of the Board</b></p> <p>A Board shall be established, comprising not less than <del>twelve</del> <sup>ten</sup> (10) Members and not more than <del>fourteen</del> <sup>twelve</sup> (12) members, which must include the following:</p> <p>a) the Chief Commissioner, who shall be appointed pursuant to Rule 35;</p> <p>b) one (1) of a Regional Chief Commissioner, Assistant Regional Chief Commissioner, Deputy Chief Commissioner, an Assistant Chief Commissioner, a Branch Commissioner, an Assistant Branch Commissioner, <u>District Commissioner</u>, a Project Commissioner, or a Uniformed Member in an equivalent position;</p> <p><del>c) one (1) of a Regional Commissioner, District Commissioner, a Field Commissioner, or a Uniformed Member in an equivalent position;</del></p> <p><u>cd) one (1) of a Group Leader, Assistant Group Leader or Youth Program Leader.</u></p> <p><u>de) a former youth member (within the last 5 years at the time of appointment) past Rover who is less than 30 years of age at the time of appointment to the Board, or in the event that such a person is not forthcoming, a current youth member over the age of 18 years at the time of appointment of either the Western Australian Rover Council or the Western Australian Branch Youth Council who is eligible to fulfil the requirements of the role;</u></p>	<p>The Board of 12 members is too large by modern standards. By allowing it to be between 10 and 12 the reductions also achieve:</p> <p>The inclusion of so many commissioners both adds to the volunteer burden of a dwindling resource and may create a representation bias away from “coal face” membership.</p> <p>By rolling the District Commissioner role into the commissioner roles under item b), this reduces the board number by 1 overall and is a small step to address the volunteer demand and potential for perceived imbalance.</p> <p>By adding Youth Program Leader under item c this allows youth section leaders to be eligible to participate in the Board, providing both broader opportunity and increasing the number of people to select from who may have appropriate skills to support the Board</p>

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	<p>g) six (6) Members who are not serving Adult Leaders for the duration of their Board appointment.</p> <p>(2) The members of the Board described in Rule 27(1)(b) to (e) and (g) shall be elected by the Members at a ballot held no later than one (1) month prior to each Annual General Meeting provided that if the number of nominees for any particular category of Board position is not greater than the number of vacancies for that category of Board position, the nominee or nominees shall be appointed to that or those positions in that category as a member of the Board subject to ratification by the Members at the next Annual General Meeting.</p>	<p><u>ef</u>) the Honorary Treasurer; and</p> <p><u>fg</u>) <u>up to</u> six (6) Members who are not serving Adult Leaders for the duration of their Board appointment <u>at least one of which must be under 30 years of age at the time of appointment.</u></p> <p>(2) The members of the Board described in Rule 27(1)(b) to <u>(de) and (g)</u> shall be elected by the Members at a ballot held no later than one (1) month prior to each Annual General Meeting provided that if the number of nominees for any particular category of Board position is not greater than the number of vacancies for that category of Board position, the nominee or nominees shall be appointed to that or those positions in that category as a member of the Board subject to ratification by the Members at the next Annual General Meeting.</p> <p><u>(3) The members of the Board described in Rule 27(1) (f) shall be recommended for appointment to the Board by a Nominations Committee established by the Board. Appointments will be confirmed by a 2/3 majority vote of the Board. Notification of the appointment(s) shall be made to Annual General Meeting.</u></p> <p><u>(4) An appointment made under Rule 27(3) may be challenged at the Annual General Meeting to which the notification of appointment is made by a resolution put to the Chairperson of that meeting with support of at least five (5) Members present and having the right to vote on</u></p>	<p>The Branch Youth Council is well established as a voice of youth and includes Rovers. Increasing the pool of youth members eligible for the role.</p> <p>up to 6 allows for 5 or 6 appointments. This is to allow the board to decide what is practical for its operation of committees and to achieve its work whilst a further restructure is planned. It also allows for a smaller overall board with equal reduction in uniformed and non-uniformed representatives. Stipulation that one of these positions must be held by a person under 30yo at the time of appointment ensures there is more than one under 30 position on the Board</p> <p>Non uniformed board members at 27(1)f are recruited for their particular skills. The Board has developed a rigorous position description and recruitment process to ensure high calibre candidates are attracted. This process is not aided by popular election and their appointments are not for representation.</p>



REF. #	CURRENT STATEMENT	NEW STATEMENT	RATIONALE
	<p>(3) The Board may appoint up to two (2) additional Board Members in its absolute discretion, provided that the appointees are not serving Adult Leaders throughout their term on the Board, in order to further enhance the Board’s knowledge and skills. If such an additional Board Member chooses not to commit to the Scout Promise, that person may still serve on the Board and be a Member under Rule 10(1)(f) provided that the person accepts the aim, principles and values that underpin the Scout Movement.</p> <p>(4) The members of the Board described in Rule 27(1)(b) to (g) and in Rule 27(3) hold office provided that:</p> <p>a) the positions described in Rules 27(1)(b) and (c) shall be filled for a term of two (2) years with both positions becoming vacant every second year, and in alternate years the positions described in Rules 27(1)(d) and (e) shall be filled for a term of two (2) years with both positions becoming vacant every second year;</p> <p>b) the position described in Rule 27(1)(f) shall be filled by appointment by the Members for a term expiring at the next Annual General Meeting;</p> <p>c) the positions described in Rule 27(1)(g) shall be filled for a term of three (3) years with two positions becoming vacant every year; and</p> <p>d) the positions described in Rule 27(3) shall be filled for a term expiring at the next Annual General Meeting.</p> <p>(5) If vacancies remain on the Board after the election or appointment of Board Members under Rule 27(2), as the</p>	<p><u>the resolution. The Chairperson shall put that resolution to the meeting and a 2/3 majority vote of that meeting will be required to deny the appointment. Should a 2/3 majority not be carried, the resolution will lapse and the appointment will stand.</u></p> <p><u>(53)</u> The Board may appoint up to two (2) additional Board Members in its absolute discretion, provided that the appointees are not serving Adult Leaders throughout their term on the Board, in order to further enhance the Board’s knowledge and skills. If such an additional Board Member chooses not to commit to the Scout Promise, that person may still serve on the Board and be a Member under Rule 10(1)(f) provided that the person accepts the aim, principles and values that underpin the Scout Movement.</p> <p><u>(64)</u> The members of the Board described in Rule 27(1)(b) to <u>(fg)</u> and in Rule 27(<u>53</u>) hold office provided that:</p> <p>a) the positions described in Rules 27(1)(b) and (c) shall be filled for a term of two (2) years with both positions becoming vacant every second year, and in alternate years the positions described in Rules 27(1)(d) <del>and (e)</del> shall be filled for a term of two (2) years with both positions becoming vacant every second year;</p> <p>b) the position described in Rule 27(1)(<u>ef</u>) shall be filled by appointment by the Members for a term expiring at the next Annual General Meeting;</p> <p>c) the positions described in Rule 27(1)(<u>fg</u>) shall be filled for a term of three (3) years with two positions becoming vacant every year; and</p> <p>d) the positions described in Rule 27(<u>53</u>) shall be filled for a term expiring at the next Annual General Meeting.</p>	<p>Removing the need for election is more appropriate for these positions and is in keeping with more modern practices. This is reflected in proposed rule 27(3)</p> <p><u>Under proposed rule 27(4) the members at the AGM may still reject an appointment but only with significant support of the meeting.</u></p>

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	<p>case may be, additional nominations of Board Members may be accepted from the floor of the Annual General Meeting and their appointment shall be subject to a vote at that Annual General Meeting.</p> <p>(6) If a vacancy remains on the Board after the application of Rule 27(5), or when a Casual Vacancy occurs as defined in Rule 29:</p> <p>a) the Board may exercise its discretion to appoint a suitably qualified person to fill that vacancy;</p> <p>b) if the vacancy arises because of a Casual Vacancy under Rules 29(1)(a) to (g), (i) or (j), the person appointed will hold the position, subject to ratification at the next occurring Annual General Meeting. If the person’s appointment is so ratified, the person shall hold the position for the remaining term, if any, of the person who created the Casual Vacancy;</p> <p>c) if the vacancy arises after the application of Rule 27(5), the person appointed will hold the position for the term referred to in Rule 27(4), subject to ratification at the next occurring Annual General Meeting.</p> <p>(7) Unless directed otherwise by the Chairperson, the Executive Manager shall be in attendance at all Board meetings and may participate in the discussion at Board meetings. If present in the capacity as Executive Manager the person may not vote on matters before the Board. If present in another capacity as a Board Member, then the person has all of the rights and responsibilities as a Board Member.</p> <p>(8) (a) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:</p>	<p><del>(75)</del> If vacancies remain on the Board after the election or appointment of Board Members under Rule 27(2), as the case may be, additional nominations of Board Members may be accepted from the floor of the Annual General Meeting and their appointment shall be subject to a vote at that Annual General Meeting.</p> <p><del>(86)</del> If a vacancy remains on the Board after the application of Rule 27<del>(57)</del>, or when a Casual Vacancy occurs as defined in Rule 29:</p> <p>a) the Board may exercise its discretion to appoint a suitably qualified person to fill that vacancy;</p> <p>b) if the vacancy arises because of a Casual Vacancy under Rules 29(1)(a) to (g), (i) or (j), the person appointed will hold the position, subject to ratification at the next occurring Annual General Meeting. If the person’s appointment is so ratified, the person shall hold the position for the remaining term, if any, of the person who created the Casual Vacancy;</p> <p>c) if the vacancy arises after the application of Rule 27<del>(75)</del>, the person appointed will hold the position for the term referred to in Rule 27<del>(46)</del>, subject to ratification at the next occurring Annual General Meeting.</p> <p><del>(97)</del> Unless directed otherwise by the Chairperson, the Executive Manager shall be in attendance at all Board meetings and may participate in the discussion at Board meetings. If present in the capacity as Executive Manager the person may not vote on matters before the Board. If present in another capacity as a Board Member, then the person has all of the rights and responsibilities as a Board Member.</p>	

REF. #	CURRENT STATEMENT	NEW STATEMENT	RATIONALE
	<p>i. an indictable offence in relation to the promotion, formation or management of a body corporate;</p> <p>ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or</p> <p>iii. an offence under Part 4 Division 3 or section 127 of the Act.</p> <p>b) No person shall be entitled to hold a position on the Board if the person is, according to the <i>Interpretation Act</i> section 13D, a bankrupt or a person whose affairs are under insolvency laws.</p>	<p>(108) (a) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:</p> <p>i. an indictable offence in relation to the promotion, formation or management of a body corporate;</p> <p>ii. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or</p> <p>iii. an offence under Part 4 Division 3 or section 127 of the Act.</p> <p>b) No person shall be entitled to hold a position on the Board if the person is, according to the <i>Interpretation Act</i> section 13D, a bankrupt or a person whose affairs are under insolvency laws.</p>	
30	<p>Board Proceedings</p> <p>(2) A quorum for a Board meeting is more than half the number of serving Board Members, provided that at least half of the Board Members present at the meeting are elected or appointed under Rules 27(1)(f) and (g) and Rule 27(3) as the case may be.</p>	<p>Board Proceedings</p> <p>(2) A quorum for a Board meeting is more than half the number of serving Board Members <u>provided that at least 3 members present are appointed under Rule 27(1)(f)</u>, <del>provided that at least half of the Board Members present at the meeting are elected or appointed under Rules 27(1)(f) and (g) and Rule 27(3) as the case may be.</del></p>	<p><u>With the change in Board composition there is a need to update the requirements for a quorum.</u></p>